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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

**TACO BUENO RESTAURANTS, INC.,
et al.,**

Reorganized Debtors.¹

§ **Case No. 18-33678**
§
§ **(Chapter 11)**
§
§ **(Jointly Administered)**
§
§

**SUMMARY COVER SHEET TO THE FINAL FEE APPLICATION OF VINSON
&ELKINS L.L.P., COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM NOVEMBER 6, 2018 THROUGH DECEMBER 31, 2018²**

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158). The location of the Debtors' corporate headquarters and the Debtors' service address is: 300 East John Carpenter Freeway, Suite 800, Irving, Texas 75062.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Plan (as defined herein). The rules of interpretation set forth in Article I.B of the Plan apply.

Name of applicant	Vinson & Elkins, L.L.P.	
Applicant's role in case	Counsel for the Debtors and Debtors in Possession	
Date order of employment signed	November 30, 2018 [Docket No. 159]	
Time period covered by this application	Beginning of Period	End of Period
	November 6, 2018	December 31, 2018
Time period(s) covered by prior applications	N/A	N/A
Total amounts awarded in all prior applications	N/A	
Total fees requested in this application	\$1,740,106.80	
Total fees requested for preparation of this application	\$10,000.00	
Total estimated hours spent in preparation of this application	20	
Total fees requested for preparation of this application % of total fees requested in this application	.006%	
Total professional fees requested in this application	\$1,707,972.75	
Total actual professional hours covered by this application	2,417	
Average hourly rate for professionals	\$706.65	
Total paraprofessional fees requested in this application	\$32,134.05	
Total actual paraprofessional hours covered by this application	121.10	
Average hourly rate for paraprofessionals	\$265.35	
Reimbursable expenses sought in this application	\$53,284.37	
Anticipated % recovery for priority unsecured creditors	100%	
Total to be paid to general unsecured creditors	\$900,000.00 ³	
Anticipated % dividend to general unsecured creditors	N/A	
Date of confirmation hearing	December 19, 2018	
Indicate whether plan has been confirmed	Yes ⁴	

³ To be distributed Pro Rata to holders of Allowed General Unsecured Claims who opt in to the releases in accordance with the Opt-In Procedures, minus reasonable and documented fees and expenses of the Plan Administrator.

⁴ On December 19, 2018, the Court entered the Confirmation Order [Docket No. 242] confirming the Debtors' Plan [Docket No. 21] (as amended on December 18, 2018 [Docket No. 219]) and approving the *Disclosure Statement for the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 22]. The Reorganized Debtors emerged from bankruptcy on December 31, 2018 [Docket No. 264].

Dated: February 14, 2019
Dallas, Texas

VINSON & ELKINS LLP
By: /s/ Paul E. Heath
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§ **Case No. 18-33678**
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§ **(Chapter 11)**
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§ **(Jointly Administered)**
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**FINAL FEE APPLICATION OF VINSON & ELKINS L.L.P.,
COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM NOVEMBER 6, 2018 THROUGH DECEMBER 31, 2018**

Vinson & Elkins L.L.P. (“*V&E*”)² counsel for the above-captioned debtors and debtors in possession (prior to December 31, 2018, the “*Debtors*,” and following December 31, 2018, the “*Reorganized Debtors*”) hereby submits its final fee application (the “*Final Fee Application*”) for the period from November 6, 2018 through December 31, 2018 (the “*Fee Period*”) for allowance on a final basis of compensation for actual, necessary professional services provided by V&E to

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 300 East John Carpenter Freeway, Suite 800, Irving, Texas 75062.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Plan (as defined herein). The rules of interpretation set forth in Article I.B of the Plan apply.

the Debtors during the Fee Period in the aggregate amount of \$1,740,106.80, and allowance on a final basis of reimbursement for actual and necessary expenses in the amount of \$53,284.37 that V&E incurred during the Fee Period. Additionally, V&E requests for allowance on a final basis of compensation for actual, necessary professional services rendered by V&E in preparation of this Final Fee Application and any hearing on this Final Fee Application in the aggregate amount of \$10,000. In support of the Final Fee Application, V&E submits the declaration of David S. Meyer, a partner at V&E (the “*Meyer Declaration*”), which is attached hereto as **Exhibit A** and incorporated herein by reference. In further support of the Final Fee Application, V&E respectfully states as follows.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).
2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), rule 2016-(c) and Appendix F of the Bankruptcy Local Rules for the Northern District of Texas (the “*Bankruptcy Local Rules*”), Appendix H of the Procedures for Complex Chapter 11 Bankruptcy Cases for the United States Bankruptcy Court for the Northern District of Texas (the “*Complex Chapter 11 Procedures*”), and the *Order Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 150] (the “*Interim Compensation Order*”).

BACKGROUND

4. On November 6, 2018 (the “*Petition Date*”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On November 7, 2018, the Court

entered an order authorizing the joint administration and procedural consolidation of the Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On November 16, 2018, the Office of the United States Trustee (the "***U.S. Trustee***") appointed the Official Unsecured Creditors' Committee (the "***Committee***") in accordance with section 1102(a)(1) of the Bankruptcy Code.³ Throughout the chapter 11 cases (the "***Chapter 11 Cases***"), the Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner was appointed in the Chapter 11 Cases.

5. On December 19, 2018, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Approving Debtors' Disclosure Statement and (II) Confirming the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 242] (the "***Confirmation Order***")⁴ confirming the *Debtors' Amended Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 219] (as amended, modified, or supplemented, the "***Plan***"). After entry of the Confirmation Order, the Debtors worked diligently to finalize and consummate all of the transactions contemplated by the Plan and satisfy or obtain a waiver the conditions precedent to effectiveness of the Plan, as applicable. On December 31, 2018 (the "***Effective Date***"), the Debtors emerged from chapter 11 as a reorganized enterprise with a completely deleveraged capital structure and optimized lease portfolio that enhances their flexibility to operate in the quick service restaurant industry, and positions the Reorganized Debtors to preserve the legacy of a great brand and regional tradition.

³ See *Appointment of the Official Unsecured Creditors' Committee* [Docket No. 98].

⁴ The Confirmation Order was inadvertently entered twice onto the docket. See *Findings of Fact, Conclusions of Law, and Order (I) Approving Debtors' Disclosure Statement and (II) Confirming the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 235]; *Findings of Fact, Conclusions of Law, and Order (I) Approving Debtors' Disclosure Statement and (II) Confirming the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 242]. For purposes of this Final Fee Application, V&E will refer to the Confirmation Order on docket number 242.

PRELIMINARY STATEMENT

6. During the Fee Period, V&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues, including: advising the Debtors on their powers and duties as debtors in possession; facilitating the Debtors' transition of their management and operation of their businesses into chapter 11; assisting the Debtors in negotiating lease terms and preparing lease amendments with various landlords; leading extensive negotiations regarding a global settlement (the "***Global Settlement***") reached among the Debtors, Taco Supremo, TPG, senior management, and the Committee; negotiating with various creditors and lessors to consensually resolve Plan objections on the eve of confirmation; and working to confirm the Plan and transition ownership to Taco Supremo on an accelerated schedule to preserve enterprise value for the Debtors' stakeholders. As a result of V&E's efforts, along with the efforts of management and the Debtors' other professionals, the Debtors took action to maximize the value of their estates for the benefit of all parties in interest.

7. On December 19, 2018, a mere 43 days after the Petition Date, the Court confirmed the Plan. Through the Plan, the Debtors equitized 100% of approximately \$140 million in secured debt held by Taco Supremo on account of its Prepetition Lender Claim and DIP Facility Claim, leaving the Reorganized Debtors with a completely deleveraged balance sheet. Furthermore, the Debtors provided \$900,000 in cash to (i) fund a *pro rata* distribution to Allowed General Unsecured Claims and (ii) pay the reasonable and documented fees and expenses of a plan administrator in accordance with the Global Settlement. These achievements allowed the Reorganized Debtors to expeditiously emerge chapter 11 with enhanced flexibility to operate in the quick service restaurant industry and left them well positioned to preserve the legacy of a great brand and regional tradition.

8. The success of the Chapter 11 Cases, including the consensus achieved and presented at the confirmation hearing, is directly attributable to the extensive efforts of the Debtors' management and advisor teams, including V&E. V&E respectfully submits that the compensation and expense reimbursement sought herein for the actual, necessary professional services V&E provided to the Debtors during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of the Chapter 11 Cases, and should be allowed on a final basis.

THE DEBTORS' RETENTION OF V&E

9. On November 30, 2018, the Court entered the *Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as the Debtors' Counsel Effective Nunc Pro Tunc to the Petition Date* [Docket No. 159] (the "***Retention Order***"). The Retention Order authorized the Debtors to retain and employ V&E as their counsel *nunc pro tunc* to the Petition Date in accordance with the Retention Order and with the letter between the Debtors and V&E effective as of May 11, 2018 (the "***Engagement Letter***"), attached hereto as **Exhibit B**.

10. The Engagement Letter specifies that the Debtors are to compensate V&E for professional services at V&E's base hourly rate for attorneys and other timekeepers, and for its actual expenses incurred. The Retention Order instructs V&E to apply to the Court for compensation from the Debtors for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, Complex Chapter 11 Procedures, and any other applicable procedures and orders of the Court.

11. In advance of the Petition Date, V&E prepared a budget and staffing plan for the First Interim Fee Period (the "***Budget and Staffing Plan***"), which is attached hereto as **Exhibit C**.

DISINTERESTEDNESS OF V&E

12. To the best of the Debtors' knowledge, and as disclosed in the *Declaration of David S. Meyer in Support of Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as the Debtors' Counsel Nunc Pro Tunc to the Petition Date* [Docket No. 90, Exhibit B-1] (the "**V&E Declaration**"), (a) V&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates, and (b) V&E has no connection to the Debtors or the Reorganized Debtors, their creditors, or other parties in interest, except as may be disclosed in the V&E Declaration.

13. V&E may have in the past represented, may currently represent, and in the future likely will represent parties in interest in connection with matters unrelated to the Chapter 11 Cases. In the V&E Declaration, V&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

14. V&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any creditor or other entity.

15. V&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with the Chapter 11 Cases, and has received no payment and no promises for payment from the Debtors except for advance payments previously disclosed in the V&E Declaration.

16. Pursuant to Bankruptcy Rule 2016(b), V&E has not shared, nor has V&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of V&E or (b) any compensation another person or party has received or may receive.

SUMMARY OF COMPLIANCE WITH THE INTERIM COMPENSATION ORDER

17. V&E seeks compensation of fees in the amount of \$1,740,106.80 for the reasonable and necessary legal services V&E rendered to the Debtors during the Fee Period and reimbursement of actual and necessary expenses in the amount of \$53,284.37 that V&E incurred during the Fee Period. During the Fee Period V&E attorneys expended a total of 2,417 hours and paraprofessionals expended a total of 121.1 hours providing services to the Debtors.⁵

A. Customary Billing Disclosures.

18. V&E's hourly rates are set at a level designed to fairly compensate V&E for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by V&E in the Chapter 11 Cases are the same as, similar to, or less than the hourly rates and corresponding rate structure that V&E uses in other debtor restructuring matters and in many complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required.

19. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is a summary of the blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

⁵ Due to the relatively brief period of time between the Petition Date and the Effective Date (56 days), V&E did not submit any monthly fee statements in accordance with the Interim Compensation Order.

B. Fees Incurred During the Fee Period.

20. In the ordinary course of V&E's practice, V&E maintains computerized records of the time expended to render professional services, as required by the Debtors. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on the Chapter 11 Cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at V&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional during the Fee Period;
- the number of rate increases, if any, during the Fee Period; and
- a calculation of total compensation requested using the rates disclosed in the Retention Application.

C. Expenses Incurred During the Fee Period.

21. In the ordinary course of V&E's practice, V&E maintains a record of expenses incurred in the rendition of professional services, as required by the Debtors and their estates and by the Reorganized Debtors, for which reimbursement is sought.

22. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary setting forth the total amount of reimbursed expenses with respect to each category of expenses.

SUMMARY OF LEGAL SERVICES RENDERED DURING THE FEE PERIOD

23. As discussed above, during the Fee Period, V&E provided actual, necessary professional services to the Debtors in connection with the Chapter 11 Cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to the Chapter 11 Cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity. The services rendered by V&E during the Fee Period, in conjunction with those of other professionals serving as advisors to the Debtors, were integral to achieving a successful restructuring and to the emergence of the Debtors from chapter 11.

24. V&E took care to avoid the performance of purely ministerial tasks by attorneys through the use of paralegals and practice support staff where possible. At all times, V&E's professionals have striven to render their services economically and without unnecessary duplication of efforts. Some complex legal issues, development of strategic alternatives, and negotiations with third parties (e.g., discussions with the Committee to reach the Global Settlement and negotiations with landlords to optimize the Reorganized Debtors' lease portfolio) naturally require a larger portion of partner time and the involvement of more than one partner. It is also sometimes necessary in the interest of overall efficiency for more than one attorney to participate on a particular task to adequately and completely represent the Debtor. Dual participation does not equate to duplication of effort, but rather promotes efficiency, prevents unnecessary duplication of effort in the future, and allows delegation of future tasks to lower cost attorneys. Conferences, email, and the preparation of memoranda were utilized as necessary to promote efficiencies. Meetings and telephone conferences sometimes involved multiple separate subject matters and issues which were being handled by different attorneys.

25. Since the commencement of the Chapter 11 Cases, V&E has worked to limit the number of attorneys involved in the Chapter 11 Cases to: (a) maximize familiarity with the subject

matter and avoid waste or duplicative efforts; (b) employ special expertise in a given field of law (i.e., tax, finance, and real estate) when necessary to do the best job as efficiently as possible with the least amount of effort; and (c) whenever appropriate, assign the performance of all tasks to the least-senior attorney capable of performing it consistent with sound legal representation and supervision, the desires of the Debtors, and the goal stated repeatedly throughout the Chapter 11 Cases of making the in-court restructuring as efficient as possible under challenging circumstances.

26. To provide a meaningful summary of V&E's services provided on behalf of the Debtors and their estates, V&E has established, in accordance with its internal billing procedures, certain subject matter categories (each, a "***Submatter***") in connection with the Chapter 11 Cases. The following is a summary, by Submatter, of the most significant professional services provided by V&E during the Fee Period. This summary is organized in accordance with V&E's internal system of matter numbers. A schedule setting forth a description of the Submatters utilized in this case, the number of hours expended by V&E attorneys and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit G**.

27. In addition, V&E's computerized records of time expended providing professional services to the Debtors and their estates during the Fee Period are attached hereto as **Exhibit H**, and V&E's records of expenses incurred during the Fee Period are attached hereto as **Exhibit I**.

A. Assumption and Rejection of Leases and Contracts – Submatter 2.

Total Fees: \$379,484.50

Total Hours: 508.3

28. This Submatter includes time spent by V&E attorneys relating to analyzing leases and executory contracts and evaluating the ability to seek to reject certain executory contracts. Specifically, V&E attorneys and paraprofessionals spent time:

- negotiating lease amendments with landlords, including the Debtors' primary multi-site landlords;
- drafting lease amendments reflecting the negotiated terms;
- conducting internal V&E conferences and telephone conferences with the Debtors' management and other advisors to discuss the Debtors' lease portfolio, lease amendments, and strategy regarding lease negotiations;
- resolving formal and informal objections from various landlords, sublessors, and executory contract counterparties regarding cure amounts and lease rejection damages;
- advising the Debtors and the Debtors' advisors regarding legal considerations surrounding assumption and rejection of unexpired leases as debtors and debtors in possession;
- obtaining Court approval of the Debtors' expedited procedures for rejecting unexpired leases. *See Debtors' Motion for Entry of an Order Authorizing and Approving Expedited Procedures to Reject Unexpired Leases* [Docket No. 23];
- obtaining Court approval of the Debtors' rejection of certain unexpired nonresidential real property leases as of the Petition Date. *See Debtors' First Motion for Entry of an Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases and Abandonment of Certain Personal Property Effective as of the Petition Date* [Docket No. 24]; and
- assisting the Debtors, the Debtors' advisors, and Taco Supremo assume or reject certain unexpired leases to optimize the Reorganized Debtors' lease portfolio. *See Debtors' First Notice of Rejection of Certain Unexpired Leases of Nonresidential Real Property* [Docket No. 171]; *Debtors' Second Notice of Rejection of Certain Unexpired Leases of Nonresidential Real Property* [Docket No. 173]; *Notice of Filing Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 161]; *Notice of Filing Second Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 172]; *Notice of Filing Third Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 183]; *Notice of Filing Fourth Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 222]; *Notice of Filing Fifth Supplement to the Debtors' Joint Prepackaged Chapter*

11 Plan of Reorganization [Docket No. 229]; and *Notice of Filing Sixth Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 232].

B. Business Operations – Submatter 5.

Total Fees: \$111,304.50

Total Hours: 160.3

29. This Submatter includes time spent by V&E attorneys and paraprofessionals regarding issues related to debtors in possession operating in chapter 11 such as employee, vendor, insurance, utility and other similar issues including services V&E attorneys rendered to ensure the approval of the relief sought on an interim basis at the first day hearing on November 7, 2018 and on a final basis at the second day hearing on November 30, 2018. In addition, time in this Submatter involves addressing issues associated with all aspects of conducting the Debtors' business operations in chapter 11.

C. Case Administration – Submatter 6.

Total Fees: \$165,500.00

Total Hours: 251.4

30. This Submatter includes time spent by V&E attorneys and paraprofessionals on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' Chapter 11 Cases. Specifically, V&E attorneys and paraprofessionals spent time:

- monitoring and managing deadlines and critical dates;
- coordinating case management and other key tasks among V&E personnel and other retained professionals to ensure the efficient administration of the restructuring; and
- conducting regular V&E conferences and telephone conferences with the Debtors' management and other advisors to allocate workstreams and monitor works-in-progress efficiently.

D. Claims Administration and Objections- Submatter 7

Total Fees: \$14,406.00

Total Hours: 20.4

31. This Submatter includes time spent by V&E attorneys negotiating and resolving proofs of claims.

E. Corporate Governance and Board Matters – Submatter 8.

Total Fees: \$43,799.50

Total Hours: 63.5

32. This Submatter includes legal services rendered in advising the Debtors on matters related to the Debtors' corporate structure and corporate governance. Specifically, V&E attorneys spent time:

- attending and providing advice at the Debtors' boards of directors meetings, including formal and informal meetings with the TB Holdings II Parent, Inc. board;
- negotiating Consulting Agreements with the senior management team to assist the Reorganized Debtors upon emergence from chapter 11;
- preparing minutes following formal and informal meetings of the TB Holdings II Parent, Inc. board; and
- addressing issues related to director and officer insurance policies.

F. Employee Benefits and Pensions – Submatter 9.

Total Fees: \$66,815.50

Total Hours: 64.2

33. This Submatter includes legal services rendered in advising the Debtors on matters related to the Debtors' employee benefits and other compensation issues.

G. Employment and Fee Applications – Submatter 10.

Total Fees: \$75,219.00

Total Hours: 100.6

34. This Submatter includes time spent by V&E attorneys and paraprofessionals providing services related to the retention of the Debtors' professionals, including V&E as the Debtors' counsel. Specifically, V&E attorneys spent time:

- preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of V&E to represent the Debtors;
- implementing internally established procedures that require the continuous analysis of potential new conflicts;
- obtaining Court approval of the Debtors' retention of Prime Clerk LLC as the Debtors' Claims, Noticing, and Solicitation Agent. *See Debtors' Application for Appointment of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent* [Docket No. 9];
- obtaining Court approval of the Debtors' retention of Houlihan Lokey Capital Inc. as investment banker for the Debtors. *See Application of the Debtors for an Order Authorizing the Employment and Retention of Houlihan Lokey Capital Inc. as Investment Banker Nunc Pro Tunc to the Petition Date* [Docket No. 65];
- obtaining Court approval of the Debtors' retention of Jones Lang LaSalle Americas Inc. as real estate advisor for the Debtors. *See Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Jones Lang LaSalle Americas Inc. as the Debtors' Real Estate Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 66].
- obtaining Court approval of the Debtors' retention of Berkeley Research Group to provide a chief restructuring officer and certain additional personnel. *See Debtors' Application to Retain Berkeley Research Group, LLC to (I) Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Haywood Miller as Chief Restructuring Officer for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 67]; and

H. Financing and Cash Collateral – Submatter 12.

Total Fees: \$56,939.50

Total Hours: 67.10

35. This Submatter includes time spent by V&E attorneys meeting and corresponding

with Taco Supremo and its advisors to obtain the DIP financing and consensual use of cash collateral necessary to fund the Debtors' operations and administrative expenses during the Chapter 11 Cases, and time spent working with the U.S. Trustee and various taxing authorities to successfully resolve their objections. Approval of the DIP financing and the use of cash collateral was critical to minimizing disruption to the Debtors' operations during the Chapter 11 Cases and maximizing value for all of the Debtors' stakeholders. To that end, V&E successfully negotiated the terms of interim and final orders authorizing the Debtors to obtain DIP financing and use cash collateral and providing adequate protection to their secured creditors as required under applicable law.⁶

I. General Litigation – Submatter 13.

Total Fees: \$177,751.00

Total Hours: 228.4

36. This Submatter includes time spent by V&E attorneys and paraprofessionals relating to preparation for and defense and prosecution of various litigation issues and related discovery, including spending significant time in connection with the Rosebriar Caruth adversary proceeding that was commenced on the first day of the Chapter 11 Cases. Specifically, V&E attorneys spent time:

- preparing pleadings necessary to obtain an order of the Court amending the scheduling order, an expedited hearing, and pleadings necessary to obtain summary judgment. *See Taco Bueno's Motion for Entry of Scheduling Order*, Adversary No. 18-03344 [Docket No. 6], *Motion for Setting and Request for Expedited Hearing*,

⁶ *See Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Utilize Cash Collateral, (B) Obtain Postpetition Financing Secured by Senior Liens, (C) Grant Adequate Protection to the Prepetition Secured Parties, and (D) Scheduling a Final Hearing and (II) Granting Related Relief* [Docket No. 15]; *Notice of Filing of (I) Form of Final Order Authorizing Debtors to Utilize Cash Collateral, Obtain Postpetition Credit Secured by Senior Liens, Granting Adequate Protection to Prepetition Secured Parties, and Granting Related Relief and (II) Redline Comparison To Interim Order* [Docket No. 117]; and *Second Notice of Filing (I) Form of Final Order Authorizing Debtors to Utilize Cash Collateral, Obtain Postpetition Credit Secured by Senior Liens, Granting Adequate Protection to Prepetition Secured Parties, and Granting Related Relief and (II) Redline Comparison To Interim Order and Prior Proposed Form of Final Order* [Docket No. 138].

Adversary No. 18-03344 [Docket No. 7], *Taco Bueno's Motion for Summary Judgment*, Adversary No. 18-03344 [Docket No. 17], *Brief in Support of Taco Bueno's Motion for Summary Judgment*, Adversary No. 18-03344 [Docket No. 18], *Appendix Supporting Taco Bueno's Motion for Summary Judgment*, Adversary No. 18-03344 [Docket No. 19], *[Proposed] Order Granting Taco Bueno's Motion for Summary Judgment* Adversary No. 18-03344 [Docket No. 20];

- coordinating discovery with opposing counsel for the Rosebriar Caruth adversary proceeding; and
- negotiating a settlement with opposing counsel for the Rosebriar Caruth adversary proceeding. *See Announcement of Settlement*, Adversary No. 18-03344 [Docket No. 25], *Agreed Order of Dismissal with Prejudice*, Adversary No. 18-03344 [Docket No. 26].

J. Meetings and Communications with Creditors – Submatter 14.

Total Fees: \$58,155.50

Total Hours: 66

37. This Submatter includes time spent by V&E attorneys and paraprofessionals on matters related to communications and meetings with the Committee, including with respect to second day relief, postpetition business activities and operations and facilitating the Committee's due diligence on the Debtors' capital structure, business operations and proposed restructuring transactions.

K. Hearings – Submatter 15.

Total Fees: \$237,196.00

Total Hours: 301.7

38. This Submatter includes time spent by V&E attorneys and paraprofessionals providing services related to preparing for and attending hearings during the Chapter 11 Cases, including corresponding with various parties, preparing agendas, orders, and binders relating to such. During the Fee Period, V&E attorneys and paraprofessionals spent considerable time preparing for and attending hearings with respect to the "first day motions" on November 7, 2018, various other requests for relief before the Court on November 30, 2018, and to consider the

adequacy of the *Disclosure Statement for the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 22] (the “*Disclosure Statement*”) and confirmation of the Debtors' Plan on November 30, 2018.

L. Plan and Disclosure Statement – Submatter 16.

Total Fees: \$535,549.50

Total Hours: 691.5

39. This Submatter includes time spent by V&E attorneys and paraprofessionals providing services related to developing the Plan and related disclosure statement, including leading extensive negotiations to resolve key outstanding issues necessary to effectuate the restructuring transactions. Specifically, V&E attorneys and paraprofessionals spent time:

- finalizing and filing the Plan to incorporate the Global Settlement;⁷
- researching, reviewing, and evaluating strategies to resolve key outstanding issues necessary to effectuate the restructuring transactions;
- communicating internally, with the Debtors, the Debtors' other advisors, and the advisers to Taco Supremo to negotiate resolution of these key issues;
- negotiating, drafting, and filing, six supplements to the Plan to memorialize agreement on such key issues;⁸
- researching and analyzing various issues in connection with final approval of the Disclosure Statement and confirmation of the Plan;
- preparing for a contested hearing regarding final approval of the Disclosure Statement and confirmation of the Plan;

⁷ *Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 21]; *Debtors' Amended Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 219].

⁸ *Notice of Filing Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 161]; *Notice of Filing Second Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 172]; *Notice of Filing Third Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 183]; *Notice of Filing Fourth Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 222]; *Notice of Filing Fifth Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 229]; and *Notice of Filing Sixth Supplement to the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 232].

- planning, drafting, and filing the brief in support of confirmation⁹ and proposed confirmation order;¹⁰
- negotiating with the U.S. Trustee, Committee, and other objecting creditors to resolve informal and formal objections to final approval of the Disclosure Statement and confirmation of the Plan; and
- preparing for and finalizing implementation of the Plan on the Effective Date.

M. Reporting – Submatter 19.

Total Fees: \$8,122.00

Total Hours: 10.5

40. This Submatter includes time spent by V&E attorneys and paraprofessionals preparing, reviewing, and filing, schedules, monthly operating reports, other accounting and reporting requirements under applicable law, and certain orders entered in the Chapter 11 Cases. Additionally, this Submatter includes time spent preparing for and attending the initial debtor interview on November 28, 2018.

N. Tax Issues – Submatter 20.

Total Fees: \$713.50

Total Hours: 1.3

41. This Submatter includes time spent by V&E attorneys and paraprofessionals on analyzing and advising regarding tax-related issues, various restructuring scenarios, and other tax related issues. This Submatter also includes time spent by V&E attorneys and paraprofessionals preparing the description of the transactions steps to effectuate the restructuring transactions.

⁹ *Debtors' Memorandum of Law in Support of (I) Approval of Disclosure Statement, and (II) Confirmation of the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 212].

¹⁰ *[Proposed] Findings of Fact, Conclusions of Law, and Order (I) Approving the Debtors' Disclosure Statement and (II) Confirming the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 216].

O. Valuation – Submatter 21.

Total Fees: \$2,286.00

Total Hours: 2.7

42. This Submatter includes time spent by V&E attorneys and paraprofessionals reviewing appraisals of assets and valuations by the Debtors' financial advisors.

**ACTUAL AND NECESSARY EXPENSES
INCURRED BY V&E DURING THE FINAL FEE PERIOD**

43. As set forth in **Exhibit I** and summarized in **Exhibit F**, V&E has incurred a total of \$53,284.37 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse V&E's direct operating costs, which are not incorporated into the V&E hourly billing rates. V&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** are charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

REASONABLE AND NECESSARY SERVICES PROVIDED BY V&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

44. The foregoing professional services provided by V&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and beneficial to the administration of the Chapter 11 Cases and related matters.

45. Many of the services performed by attorneys of V&E were provided by V&E's Restructuring & Reorganization Group. V&E has a prominent practice in this area and enjoys a national reputation for its expertise in financial reorganizations and restructurings of financially distressed companies. The attorneys at V&E have represented debtors in many large complex chapter 11 cases and paraprofessionals in V&E's Restructuring & Reorganization Group have

extensive experience regarding motion preparation, docket systems, court rules and forms, and electronic court filing procedures for several District Courts of the United States Bankruptcy Court.

46. In addition, due to the facts and circumstances of the Chapter 11 Cases, attorneys from V&E's litigation, real estate, corporate and tax groups were heavily involved with V&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, V&E brought to the Chapter 11 Cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

47. The time constraints imposed by the circumstances of the Chapter 11 Cases required V&E attorneys and other employees to devote substantial time to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. V&E's regular practice is to not include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

48. In addition, due to the location of the Debtors' businesses, creditors, and other parties in interest in relation to V&E's offices, frequent telephone conferences involving numerous parties were required. On certain occasions, the exigencies and circumstances of the Chapter 11 Cases required overnight delivery of documents and other materials. The disbursements for such services are not included in V&E's overhead for the purpose of setting billing rates and V&E has made every effort to minimize its disbursements in the Chapter 11 Cases. The actual expenses

incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors during the Chapter 11 Cases.

49. Among other things, V&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, V&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses.

**V&E’S REQUESTED COMPENSATION
AND REIMBURSEMENT SHOULD BE ALLOWED**

50. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court’s award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably

skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

51. V&E respectfully submits that the services for which it has been compensated and for which it seeks compensation in the Final Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and were rendered to protect and preserve the Debtors' estates. V&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also their estates and constituents. V&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

52. During the course of the Chapter 11 Cases, V&E's hourly billing rates for attorneys ranged from \$450 to \$1,280. The hourly rates and corresponding rate structure utilized by V&E in the Chapter 11 Cases are equivalent to and in some cases less than the hourly rates and corresponding rate structure used by V&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. V&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in the Chapter 11 Cases.

53. Moreover, V&E's hourly rates are set at a level designed to compensate V&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are

consistent with the rates charged elsewhere.

54. In sum, V&E respectfully submits that the professional services rendered and fees requested by V&E on behalf of the Debtors and their estates during the Chapter 11 Cases were necessary, appropriate and reasonable given the complexity of the Chapter 11 Cases, the time expended by V&E, the nature and extent of V&E's services provided, the value of V&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, V&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

RESERVATION OF RIGHTS AND NOTICE

55. It is possible that some professional time expended or expenses incurred during the Fee Period is not reflected in the Final Fee Application. V&E reserves the right to include such amounts in future fee applications. The Reorganized Debtors will provide notice of this application to (a) the U.S. Trustee, (b) the Notice Parties (as defined in the Interim Compensation Order), and (c) those entities which have requested service in these cases pursuant to Bankruptcy Rule 2002.

NO PRIOR REQUEST

56. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, V&E respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit J**: (a) awarding V&E compensation on a final basis for professional and paraprofessional services provided during the Fee Period in the amount of \$1,740,106.80, awarding V&E compensation on a final basis for professional services provided in preparation of this Final Fee Application in the amount of \$10,000.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$53,284.37; (b) authorizing and directing the Reorganized Debtors to remit payment to V&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: February 14, 2019
Dallas, Texas

VINSON & ELKINS LLP
By: /s/ Paul E. Heath
Paul E. Heath (TX 09355050)
Garrick C. Smith (TX 24088435)
Trammell Crow Center
2001 Ross Avenue, Suite 3900
Dallas, TX 75201
Tel: 214.220.7700
Fax: 214.999.7787
pheath@velaw.com; gsmith@velaw.com

- and -

David S. Meyer (admitted *pro hac vice*)
Jessica C. Peet (admitted *pro hac vice*)
666 Fifth Avenue, 26th Floor
New York, NY 10103-0040
Tel: 212.237.0000
Fax: 212.237.0100
dmeyer@velaw.com; jpeet@velaw.com

COUNSEL FOR THE DEBTORS

CERTIFICATE OF SERVICE

I certify that, on February 14, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Paul E. Heath

One of Counsel

Exhibit A

Meyer Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

<p>In re:</p> <p>TACO BUENO RESTAURANTS, INC., <i>et al.,</i></p> <p style="text-align: center;">Reorganized Debtors.¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Case No. 18-33678</p> <p>(Chapter 11)</p> <p>(Jointly Administered)</p>
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**DECLARATION OF DAVID S. MEYER IN
SUPPORT OF FINAL FEE APPLICATION OF VINSON & ELKINS
L.L.P., COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM NOVEMBER 6, 2018 THROUGH DECEMBER 31, 2018**

I, David S. Meyer, being duly sworn, state the following:

1. I am a partner in the law firm of Vinson & Elkins L.L.P. (“**V&E**”),² located at 666 Fifth Avenue, 26th Floor, New York, NY 10103-0040. I am one of the lead attorneys from V&E working on the Chapter 11 Cases. I am a member in good standing of the Bar of the State of New York. To my knowledge, there are no disciplinary proceedings pending against me.

2. I have read the foregoing fee application of V&E, counsel for the Debtors, for the Fee Period (the “**Final Fee Application**”). To the best of my knowledge, the statements contained in the Final Fee Application are true and correct. In addition, to the best of my knowledge, information and belief, I believe that the Final Fee Application complies with rule 2016-(c) and Appendix F of the Local Rules and Appendix H of the Complex Chapter 11 Procedures.

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 300 East John Carpenter Freeway, Suite 800, Irving, Texas 75062.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application or Plan (as applicable).

3. In connection therewith, I hereby certify that:
- a. after reasonable inquiry, I believe that the fees and disbursements sought in the Final Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions;
 - b. the fees and disbursements sought in the Final Fee Application are billed at rates customarily employed by V&E and generally accepted by V&E's clients, and V&E did not vary its hourly rates based on the geographic location of the Debtors' cases;
 - c. V&E did not increase its hourly rates from those disclosed in the Retention Application during the Chapter 11 Cases;
 - d. in providing a reimbursable expense, V&E does not make a profit on that expense, whether the service is performed by V&E in-house or through a third party;
 - e. in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between V&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
 - f. all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: February 14, 2019
New York, New York

VINSON & ELKINS LLP

By: /s/ David S. Meyer
David S. Meyer (admitted *pro hac vice*)
Partner, Vinson & Elkins LLP
666 Fifth Avenue, 26th Floor
New York, NY 10103-0040
Tel: 212.237.0000
Fax: 212.237.0100
dmeyer@velaw.com

Exhibit B

Engagement Letter

Vinson&Elkins

David S. Meyer dmeyer@velaw.com
Tel +1.212.237.0058 Fax +1.917.849.5358

May 11, 2018

Mr. Omar R. Janjua
Chief Executive Officer
300 E. John Carpenter Fwy, STE 800
Irving, TX 75062

Re: TB Holdings II Parent, Inc. Engagement Letter

Dear Omar:

We appreciate being asked to provide legal services in this matter. The purpose of this letter and the attached Additional Terms of Engagement is to set out the roles and responsibilities of our law firm and yours as the client.

Client

The client for this engagement is TB Holdings II Parent, Inc. and its direct and indirect wholly owned subsidiaries (individually and collectively, "Taco Bueno" or "you"). This engagement does not create an attorney-client relationship with any other persons or entities, including parents, affiliates, joint venture entities, successors, acquirers, employees, officers, directors, shareholders, partners, members, or trustees, even if you exercise control over any of them or they exercise control over you.

Scope of Engagement

As your counsel, we will provide legal advice and counsel regarding a potential restructuring of Taco Bueno's capital structure (collectively, the "Corporate Restructuring Matters").

Additionally, we will advise on liability management issues to best protect Taco Bueno's officers and directors. This will include reviewing Taco Bueno's existing corporate structure, board composition, D&O insurance coverage, and indemnification provisions in organizational documents and/or other agreements. We also will provide a presentation to Taco Bueno's management team and board of directors on their fiduciary duties along with advice on best communications practices (collectively, the "Liability Management Matters").

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London
Moscow New York Palo Alto Riyadh San Francisco Tokyo Washington

1001 Fannin Street, Suite 2500
Houston, TX 77002-6760
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US 5625681



Fees and Other Charges

Our fees with regard to the Corporate Restructuring Matters will be based on the time spent by the attorneys and other timekeepers who work on the matter. Billing rates vary according to the experience of the individuals and the nature or location of the work. As discussed with you, billing rates for this matter will be consistent with the billing rates agreed to by the firm in connection with being selected as part of TPG's North American M&A Panel. These rates were set based upon the firm's hourly base rates for attorneys and other timekeepers applicable during the year ended December 31, 2017, less a ten percent discount, and are subject to adjustment solely to account for associate step increases and promotions to a new status within the firm (such as from associate to counsel or partner) effective on or after January 1, 2018.

Additionally, services related to the Liability Management Matters will be completed at no cost.

Our billing rates are generally set in United States dollars ("USD"). Unless we agree otherwise in writing, for this matter we will bill in USD and you agree to pay us in USD to the account specified in our invoices to you. Without regard to the currency in which we bill or where the timekeepers for this matter are located, you agree to pay our invoices in full and be responsible for paying any taxes required by law to the taxing authorities.

In addition to fees for our legal services, you will be charged for photocopying, reprographics, couriers, travel, certain long distance telephone calls, faxes, postage, overtime for non-legal staff, certain computerized legal research, practice support, records retrieval, filing fees, and other reasonable and documented items associated with representing you in this matter. We may charge for those items whether that work is performed by outside vendors or in-house. The current schedule of our in-house charges is attached as Exhibit A.

Retainers and Billing

As we have discussed, to engage the Firm for this matter, you agree to pay us an advance payment retainer for legal services and expenses of \$50,000. This initial advance payment is made as an inducement for the Firm to make itself available and to provide legal services to you. Upon request, you agree to pay us additional advance payments in amounts based on the Firm's estimate of the anticipated work levels on a monthly basis. For purposes of this engagement, we will refer to the initial advance retainer amount and any additional



advance retainer amounts as the "Retainer." The amount of the Retainer does not set a minimum or maximum fee.

We will send you statements showing our fees and expenses. The frequency of those statements will be at our discretion, and may be as frequently as weekly or more. You agree that we may reduce the Retainer by the amount of fees and expenses shown on those statements. You agree to promptly pay as an additional advance payment retainer in an amount equal to the fees and expenses shown on the statement. You further agree upon our sending of a statement to you of our fees and expenses that we may reduce the Retainer by all fees and expenses before the filing of a voluntary bankruptcy petition by you or upon the filing of any involuntary petition by a third party. Further, prior to the filing of any voluntary bankruptcy petition, you will pay contemporaneously as an additional advance payment retainer the amount of such fees and expenses, unless we may agree otherwise.

The Retainer may be used for the fees and expenses covered by this engagement letter, and any fees and expenses in other matters for which we are providing legal services to you, and you agree to pay all fees and expenses before the filing of a voluntary bankruptcy petition by you. Upon termination of this engagement, we will provide you with a refund of any amount of Retainer that has not been used.

In the event it becomes necessary for us to commence litigation or proceedings, or we are required to participate in any litigation or proceedings, to collect or defend our fees and expenses under this engagement letter, including fee applications negotiated, presented, litigated, defended, or appealed in connection with any bankruptcy case you may file or have filed against you, and we substantially prevail in such litigation or proceedings, any and all costs and expenses, including reasonable attorneys' fees, incurred by us in connection with such litigation or proceedings, whether via time of our attorneys internally recorded, or the engagement of outside counsel, shall be recoverable by us from you, and we shall have the benefit of any applicable state or federal law that permits the recovery of such fees and expenses.

No Guarantees and the Need for Accurate Information

We will try to achieve a result in this matter that is satisfactory to you. However, because the outcome of any workouts, restructures, reorganizations, or bankruptcy proceedings are subject to many vagaries and risks inherent in the process, you understand that we make no promises, assurances, or guarantees to you concerning the outcome of this



engagement. You agree to provide us with complete and accurate information in connection with this engagement, and you understand that we will rely on the information that you provide to us (provided that such information does not show signs of manifest error which can be reasonably ascertained). If that information becomes incomplete, inaccurate, or out-of-date, you agree to notify us in writing and supply us with the appropriate information as soon as commercially practicable.

Other Clients and Consent to Adverse Representation

You have given us the names of all persons and entities that you believe are or might become involved in this matter. We have run a conflicts check on those names and we confirm, as of the date of this agreement, that entering into this engagement with you does not create any conflict of interest for us. You agree to tell us if you learn of any other person or entity that might become involved in this matter as soon as commercially practicable so that we can do additional checking for conflicts.

We are a large law firm and represent many other clients, particularly in the energy, financial services, and restructuring industries. It is possible that, during the time we are representing you, some of our current or future clients might have transactions with you. Those clients could have interests different from yours, and their actions could adversely affect your business, legal, or financial interests.

We also have informed you that we might represent some of your creditors in unrelated transactional matters. You agree that representing you in this transactional matter will not prevent or disqualify us from representing those persons or entities in transactional matters that are not substantially related to this matter, and you consent to our representation of them both now and in the future.

By engaging us, you agree that, in addition to the matters and representations permitted and described above, we also may represent other current and future clients in any other transactional matter not substantially related to this matter. Accordingly, you agree that our representation of you in this matter will not disqualify us from representing other clients in other transactional matters not substantially related to this matter. In those situations, we will not use to your disadvantage any of your confidential information that we acquire while representing you. Likewise, as noted above, we will not share with you or use for your benefit confidential information that we receive from other clients.



The foregoing consent shall not apply to litigation, administrative proceedings, or other dispute resolution proceedings where we would represent a client in a direct action against you.

Termination

This engagement and the attorney-client relationship created by this matter will end when we have completed the legal services covered by this engagement letter.

You may terminate the engagement at any time and for any reason by informing us in writing. Similarly, we may terminate or withdraw from our representation of you at any time for any reason (including non-payment of fees), provided we comply with the applicable rules of professional conduct. If we decide to withdraw for any reason, you agree to take all reasonable steps necessary to release us from any further obligation to represent you, including signing any documents necessary to complete our withdrawal. In the event of a termination or our withdrawal, you will pay us any undisputed outstanding fees and other undisputed charges as of the date of termination within 60 days of your receipt of an invoice reflecting such fees or charges.

Finally, after the conclusion of this matter, you might ask us in writing, or we might be compelled, to undertake certain post-engagement tasks relating to this matter, such as responding and objecting to subpoenas, searching for and producing documents, preparing for testimony, performing transition work, and other similar activities. In such case, we will promptly notify you in writing, and you agree to compensate us for the fees and expenses we incur, including payment for the time spent by our attorneys and other timekeepers calculated at our then-current hourly rates. However, nothing in this engagement obligates our attorneys or personnel to submit to interviews or to provide testimony, and any post-engagement work shall not constitute the performance of legal services for you or create or revive an attorney-client relationship between us.

Other

This engagement shall be governed by the laws of the State of Texas. This engagement letter, including the provisions in the attached Additional Terms of Engagement, sets forth the complete agreement between us. No other agreements, promises, understandings, or representations, except for our discussion about the risks of conflicts and adverse representation, have been made or relied upon in reaching this agreement. If you, an

V&E

TB Holdings II Parent, Inc. May 11, 2018 Page 6

insurance carrier, or anyone else provides us with outside counsel guidelines, electronic billing requirements, or other similar documents at the outset of this engagement, we will abide by them to the extent practicable. However, this agreement cannot be modified in any material respect by the tender of such guidelines without a writing signed by both of us.

Data Security

We acknowledge that we have information and cyber security policies in place that are designed and functioning in a manner to protect client/customer information and that are consistent with the prevailing best practices used in the legal industry. We acknowledge and agree that any information provided to us by or on behalf of you will be subject to such policies.

Publicity/Intellectual Property

We shall not use the name, logo, trademark or service mark of TB Holdings II Parent, Inc. or its affiliates without your prior written consent. Additionally, we shall not issue any press release or make any other public statement regarding this engagement letter or the contemplated arrangement hereunder without your prior written consent.

If this engagement letter, including the provisions in the attached Additional Terms of Engagement, correctly reflects your understanding of the terms and conditions of our representation, please sign the enclosed copy of this letter in the space provided and return it to me.

We are pleased to have this opportunity to be of service, and we look forward to working with you. Please contact me if you have any questions.

Very truly yours,

VINSON & ELKINS L.L.P.

By

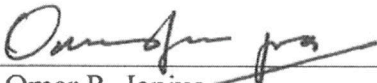
David S. Meyer

V&E

TB Holdings II Parent, Inc. May 11, 2018 Page 7

AGREED TO AND ACCEPTED:

TB HOLDINGS II PARENT, INC., on behalf of itself
and its direct and indirect wholly owned subsidiaries

By 
Name: Omar R. Janjua
Title: President and Chief Executive Officer

VINSON & ELKINS L.L.P.

Additional Terms of Engagement

This attachment contains additional terms of engagement that are an integral part of our agreement with you. Please review these additional terms and contact us promptly if you have any questions. You should keep this attachment in your file with the engagement letter.

The Scope of Our Work

We provide only legal services. We do not provide business, investment, insurance, underwriting, translation, accounting, financial, or technical services or advice, and you may not rely on us for such advice. Similarly, we do not make business decisions for you, and we do not investigate the character or credit of persons with whom you may be dealing.

Unless specifically included under "Scope of Engagement" in the attached engagement letter, this engagement does not include advice about (i) your disclosure obligations concerning the matter under any applicable law or regulation, including the federal securities laws or (ii) the tax consequences concerning the matter. We also are not responsible for review of your insurance policies to determine the possibility of coverage for any claim asserted in this matter or for notification of your insurance carriers about the matter. We encourage you to address those matters with other advisers or professionals.

You agree that we have no attorney-client relationship with and owe no duties to persons or entities not expressly identified by name as clients in the attached engagement letter, even if you might owe them fiduciary or other duties. This agreement has no third-party beneficiaries, including trust or estate beneficiaries, trustees, partners, limited partners, members, corporate shareholders and owners, successors, principals, agents, officers, directors, employees, representatives, your clients, and/or your insurers, insureds, indemnitors, or indemnitees.

You are engaging us to provide legal services in connection with the specific matter described in the "Scope of Engagement" paragraph in the attached engagement letter. After the end of the matter, circumstances might change, and changes might occur in the applicable laws or regulations that could affect your future rights and obligations. Unless you engage us after completion of the matter to provide additional legal services on issues arising from the matter, we have no obligation to advise you about future legal developments or your future rights and obligations.

Cooperation and No Guarantees

To help us provide legal services, you agree to cooperate with us, tell us the facts accurately and completely, give us all relevant documents and information reasonably requested by us, respond as soon as commercially practicable to our requests, and inform us of all material information and developments relating to this matter. We necessarily rely on the accuracy and completeness of the information that you provide us, and we may rely on that information without independently verifying it (provided that such information does not show signs of manifest error which can be reasonably ascertained). You also agree to make yourself or your

representatives available to attend or participate in conference calls, meetings, conferences, discovery proceedings, hearings, and any other proceedings related to this matter.

We will try to achieve a result in this matter that is satisfactory to you. But we make no promises or guarantees concerning the outcome, whether it involves business, tax, or regulatory advice, a transaction, or an adversarial proceeding such as litigation. For example, we cannot assure you that negotiations will be successful, a proposed transaction will be completed, or the conclusion of this matter will result in an outcome that is favorable to you. Outcomes in litigation are especially hard to predict because of many factors that are beyond the control of clients or counsel. Any statements we make concerning possible outcomes of this matter, the legal significance of possible outcomes, or any other legal matters reflect our professional judgment at that time, but they are not guarantees. Those statements necessarily are limited by our knowledge of the facts and are based on the state of the law at the time they are made.

Billing Arrangements and Terms

Our billing rates are based on the assumption of prompt payment. Unless we agree otherwise in writing and except as otherwise specified in the attached engagement letter, we will bill for our legal services monthly or more frequently and our invoices are payable in USD within thirty days of receipt to the account specified in the invoices. If you are required by law to deduct or withhold any taxes from payments due the Firm, or if the Firm or its lawyers are required to pay any taxes directly to any taxing authority, you agree to pay us the additional amounts necessary to compensate the Firm for the withholding or additional cost so that, after the withholding or payment of the taxes, the Firm receives the full amount due under its invoices.

By engaging us, you acknowledge that you are responsible for payment of our fees, expenses, and other reasonable and documented charges, and you agree that, if you do not pay undisputed fees within 60 days of your receipt of an invoice, we may, upon written notice, withdraw from representing you provided that we comply with the applicable rules of professional conduct. You will still owe us undisputed fees up to the date of notice of termination. In appropriate matters, as an accommodation to you, we may agree to send our invoices to third-party payors (e.g., an insurer, indemnitor, or borrower). But you agree that you will remain fully responsible for timely payment of our invoices if for any reason the third party payor does not timely pay them. Likewise, even when a third party pays our fees, we owe our professional obligations to you, and not to that third party.

Advances

We might ask you to make an advance payment (sometimes called a retainer) as security for the payment of our fees. In some instances, we may hold the entire advance until the end of the engagement as security for our fees. Except as otherwise specified in the attached engagement letter, (a) we will charge our fees for legal services and additional charges against the advance and credit them on our billing invoices and (b) if the fees for legal services and other charges exceed the advance deposited with us, we will bill you monthly for the excess or we may request additional advances based on estimates of future work. At the end of the matter, we will refund, without interest, any unused portion of amounts advanced.

Effect of Merger or Other Reorganization

If you acquire, are acquired by, merge, or affiliate with another company, you will provide us with sufficient notice to permit us to decide whether to continue as your or the entity's attorneys in this matter (which must be confirmed in writing) or to withdraw if we determine that such acquisition, merger, or affiliation creates a conflict of interest with any of our clients or it is not in our best interests to represent the entity, provided that our withdrawal is in compliance with the applicable rules of professional conduct.

Representing Other Attorneys

We represent a number of attorneys and law firms in professional liability, business, tax, and other matters. This means that we may represent in another matter an attorney or law firm who opposes your interests in a matter in which we represent you. This will not affect our ability to represent your interests in this matter competently and diligently.

Individual Investments By Firm Attorneys

Many of our attorneys, directly or beneficially, own interests in corporations and other entities or in real property. Although our computerized system used for checking conflicts of interest tracks investments made in the name of the Firm, it does not contain data about personal investments made individually by our attorneys, through a Firm-sponsored or administered plan, or otherwise. If you are concerned about investments in a particular entity, please ask us to canvass our attorneys about any individual investments in that entity.

Law Firm Privilege and Possible Conflict of Interest

Although unlikely, an occasion might arise while representing you when it is appropriate for us to consult with our own counsel—our General Counsel, other Firm attorneys working with our General Counsel who do not perform work for you on this matter, or with our outside counsel. We will do this at our own expense. To the extent that we are addressing our duties, obligations, or responsibilities to you, it is possible that a conflict of interest might exist between you and the Firm regarding our discussions with counsel. Such a conflict is more likely if a dispute were to arise between us regarding this matter. If there is such a conflict, and if we have not obtained your consent, we might have to choose between continuing to represent you in this matter and consulting with our own counsel. Thus, as a condition of this engagement, you agree that we may consult with our own counsel, and you waive any claim of conflict of interest that might arise out of those consultations.

Confidentiality

Just as we will protect confidential information that you provide us, you acknowledge that we will not share with you information that we obtain in confidence from others, even if such information might help you in this matter.

You agree that we may disclose the existence of our attorney-client relationship with you and, subject to our confidentiality and professional responsibility obligations, certain other limited information about our representation of you, if legally required to do so and in order to obtain consent or a conflicts waiver from another client.

In Firm brochures and other materials or information about our practice, with your prior written consent, we may identify you as a Firm client, indicate the general nature of our representation of you, and provide examples of engagements handled on your behalf (including this matter). If you do not wish to have your name mentioned in those materials, please inform us in writing.

Translations

Some of our attorneys speak or read multiple languages, and sometimes our work involves the review or drafting of documents in a language other than English. At times we might translate all or parts of those documents or draft documents in one language, anticipating that they will be translated into another language. Our attorneys, however, are not professional translators, and thus they are not in a position to consider particular meanings, nuances, or legal significance that some foreign words might have under the laws of foreign jurisdictions. Unless we expressly agree otherwise, any translations that we perform are for our or your convenience, and they are not a substitute for use of a professional translation service. Also, the use of such a translation service, whether suggested or selected by you or the Firm, does not mean that the Firm vouches for the accuracy or completeness of the translation, and our advice concerning issues addressed in translated documents assumes the accuracy of the translation.

Electronic Communications

During this engagement, we likely will exchange electronic documents and emails with you and others. Such communications are occasionally attacked by computer viruses or other destructive electronic programs. Our software may occasionally reject a communication that you send to us, or your system might reject something that we send you. We believe these relatively infrequent occurrences are part of the ordinary course of business. Many—but not all—of the emails that we send to major commercial email servers that provide service to the U.S. and many other parts of the industrialized world are automatically encrypted. If you would prefer that we not use electronic communications or that we follow special instructions for encrypting email or other communications, promptly inform us in writing of your preferences or requirements so that we can determine if we can accommodate your requests. Notwithstanding the foregoing, we shall remain liable for any misdirected or misaddressed electronic communications.

Document Retention and Destruction

We will keep the documents and materials that you give us in the files that we will create for this matter. While representing you, we likely will receive or create documents and materials such as correspondence, research memoranda, pleadings, exhibits, transcripts, physical evidence, various agreements, transaction documents, and other documents and materials directly and substantively related to the representation (collectively, "Client Materials"). We may maintain some or all of those Client Materials solely in electronic form, and you agree that we may do so.

We also may create and maintain our own materials related to this matter which will belong to and will be retained by us ("Firm Materials"). Firm Materials are prepared for our internal use and include, for example, Firm administrative records, conflicts and new business intake materials and reports, time and billing reports, personnel and staffing materials, credit, expense, and accounting records, administrative and routine internal documents, Firm form files (even if referred to in the course of this matter), and other materials and internal communications not directly and substantially related to the representation.

After the conclusion of the matter, upon your request, we will send you the Client Materials at your expense. You must tell us which Client Materials you wish to receive, and you agree to cooperate with us regarding their delivery. We will send those materials after we receive payment of all undisputed outstanding fees and other reasonable and documented charges, unless our professional obligations require us to do so sooner. We reserve the right to retain a copy of the Client Materials, so long as we adhere to the applicable rules of professional conduct regarding the retention and use of such documents. If you ask us to send you paper copies of documents that we maintain solely in electronic form, scan paper documents into an electronic format, or convert electronic documents from one electronic format into another, you agree to pay the actual costs of printing those documents, scanning them, or converting them to a different electronic format.

If you do not request the Client Materials when this matter ends, we will keep them for a period of time (currently seven years for most documents) after the conclusion of the matter in accordance with the rules of professional conduct. In so doing, we will follow our own records retention policy, not yours. Retaining those or other materials does not constitute the performance of legal services for you and does not create or revive an attorney-client relationship between us.

Ultimately, unless you request the Client Materials, we may destroy the Client Materials, without any additional notice to you, in accordance with the rules of professional conduct and our records retention schedule then in effect.

Outside Contractors and Service Providers

Like many law firms and other organizations, from time to time we use or deal with outside contractors, third-party service providers, and others in connection with certain areas of our practice or operations. These persons may include vendors, consultants, advisors, experts, investigators, court reporters, translators, registered agents, local counsel, or other service providers in areas such as litigation support, filing or document services, document management,

storage, cloud computing, information technology, hardware and software systems, law firm practice management, accounting and financial matters, electronic billing vendors, and the like. Additionally, we may use temporary or contract attorneys and paralegals in certain situations. In performing their services, those persons may have some access to confidential information, and we will take appropriate steps obligating them to preserve the confidentiality of any such information. You consent to our allowing outside contractors and service providers access to such information as described.

Unless special arrangements are made, you are responsible for paying the bills from outside contractors and service providers previously approved by you in writing used on this matter. We will instruct them to bill you directly for their services. Unless otherwise agreed, those outside contractors and service providers are deemed to be directly engaged by you even if their bills or invoices are addressed to us. If they send bills or invoices to us, we will re-direct them to you for payment. In our discretion, we may pay outside bills or invoices for small amounts and include those sums in our invoices to you, although we will seldom do this for sums greater than \$500.

Exhibit A**Standard Schedule of Charges**

January 1, 2012

The current costs for charges most commonly incurred in the course of our representation of clients are shown below. These charges are reviewed periodically and may be adjusted to reflect changes in the Firm's costs and other factors. Should you have any questions, please contact the attorney handling your matter.

Travel	Airfare, hotel, meals, ground transportation, and other travel related costs are billed at the Firm's actual costs, including negotiated discounts.
Telephone	There is no charge for domestic long distance calls originating in the Firm's U.S. offices. Other long distance calls, audio conferencing services, and calling card calls are billed at the Firm's actual cost. Internet conferencing: Billed at the Firm's actual cost.
Facsimile	There is no charge for incoming faxes. Outgoing facsimile transmissions, including those sent from individual computers, are charged at \$0.25/page.
Production Services	Black and white duplicating and scanning, including printing electronic and scanned images and printing for duplication purposes: \$0.15/copy (up to 8.5x14) 11x17 Black and white duplicating, scanning, and electronic print: \$0.30/page Black and white oversized scanning: \$1.00/sq. ft. (over 11x17) Color duplicating and scanning, including printing electronic and scanned images and printing for duplication purposes: \$0.65/copy up to 8.5x14 and \$1.30/copy for 11x17 Color oversized (over 11x17) duplicating and scanning, including digital color duplicating: \$5.00/sq. ft. Lamination: 8.5x11: \$1.00/page Lamination: 8.5x14: \$1.50/page Lamination: 11x17: \$3.00/page Oversize Lamination: \$4.00/sq. ft. up to 24 inches wide Blowbacks (volume printing of individual documents): \$0.15/page Bates labels: \$0.03/label Electronic Bates labels: \$0.01/label Custom tabs: \$0.35/tab including insertion CD to CD copies (including packaging): \$10/first copy and \$5/each additional copy DVD to DVD copies (including packaging): \$15/first copy and \$10/each additional copy VHS to VHS video copies (including packaging): \$35/copy VHS to DVD video conversion (including packaging): \$50 one-time conversion charge Digital photography (including all processing): \$50/hour Videotaping for trial preparation and other tasks: \$80/hour

	There is no charge for binding, binding supplies, and other miscellaneous supplies relating to production services.
Supplies	There is no charge for general office supplies. Specific supplies for a specific engagement (such as equipping a data room) are billed at the Firm's actual cost.
Courier	Courier services, which vary depending on the service provider and the service provided, are billed at the Firm's actual cost.
Computer-Assisted Legal Research	Charges for services are billed at the Firm's actual cost.
Staff Overtime	<p>Weekday and Weekend – Texas Offices: \$45/hour</p> <p>Weekday and Weekend – California, New York, and Washington offices: \$55/hour</p> <p>Holiday – Texas Offices: \$60/hour</p> <p>Holiday – California, New York, and Washington offices: \$65/hour</p>
Postage	All postage is billed at the Firm's actual cost.
Records	<p>Charges may vary by Firm office.</p> <p>Off-site file retrieval (standard): \$1.50 - \$1.85/file</p> <p>Off-site box retrieval (standard): \$1.50 - \$1.92/box</p> <p>Off-site file retrieval (rush): \$1.50 - \$3.18/file</p> <p>Off-site box retrieval (rush): \$1.50 - \$3.82/box</p> <p>Record transportation fee incurred for all rush/evening/weekend/after-hours retrievals: \$45 - \$192</p>
Third-Party Services	From time to time, the Firm uses (subject to appropriate confidentiality arrangements) third parties, outside contractors, and service providers (such as experts, investigators, translators, consultants, and court reporters). Unless special arrangements are made, fees and expenses for those services will be the responsibility of the client. They should be billed directly to, and paid directly by, the client. Outside contractors and service providers are deemed to be directly engaged by the client even if bills are addressed to the Firm. Invoices sent to the Firm will be re-directed to the client for payment. The Firm, in its discretion, may pay outside invoices and include those sums (at the Firm's actual costs) in the Firm's invoice to the client, although it generally will not do this for amounts in excess of \$500.

Exhibit C

Budget and Staffing Plan

TACO BUENO RESTAURANTS, INC. *ET AL.*¹
VINSON & ELKINS LLP PROJECTED BUDGET AND STAFFING PLAN²

BUDGET

CODE	DESCRIPTION	TOTAL HOURS ESTIMATE	TOTAL FEES ESTIMATE
100	Asset Analysis and Recovery	14	11,800.00
101	Asset Disposition	14	11,800.00
102	Assumption and Rejection of Leases and Contracts	50	44,000.00
103	Avoidance Action Analysis	7	6,225.00
104	Budgeting (Case)	6	5,150.00
105	Business Operations	65	53,625.00
106	Case Administration	150	122,250.00
107	Claims Administration and Objections	12	9,650.00
108	Corporate Governance and Board Matters	90	77,250.00
109	Employee Benefits and Pensions	14	11,800.00
110	Employment and Fee Applications	50	40,750.00
111	Employment and Fee Application Objections	13	10,725.00
112	Financing and Cash Collateral	75	66,000.00
113	General Litigation	60	53,125.00
114	Meetings and Communications with Creditors	50	44,000.00
116	Plan and Disclosure Statement	250	216,750.00
117	Real Estate	155	132,500.00
118	Relief from Stay and Adequate Protection	28	23,600.00
119	Reporting	26	21,450.00
120	Tax	30	25,750.00
121	Valuation	70	62,250.00
Total		1229	1,050,000.00

¹ “Taco Bueno Restaurants, Inc.” includes CBI Restaurants, Inc.; Taco Bueno Equipment Company; Taco Bueno Franchise Company L.P.; Taco Bueno Restaurants, Inc.; Taco Bueno Restaurants L.P.; Taco Bueno West, Inc.; TB Corp.; TB Holdings II, Inc.; TB Holdings II Parent, Inc.; and TB Kansas LLC.

² The projections contained herein assume services rendered and fees earned from November 5, 2018 through December 31, 2018. The information provided herein is a summary of projected hours to be expended and fees earned by Vinson & Elkins LLP in the chapter 11 cases of Taco Bueno Restaurants, Inc. based on certain assumptions, projections, and estimates, and is for informational purposes only.

STAFFING PLAN

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE FIRST FEE PERIOD	AVERAGE HOURLY RATE
Partners	8	\$1,075
Counsel	2	\$875
Associates	12	\$625
Paralegals	2	\$270

Exhibit D

Voluntary Rate Disclosures

Voluntary Rate Disclosures

- The blended hourly rate for all V&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters¹ during the 12-month period beginning on November 6, 2018 and ending on December 31, 2018 (the “*Comparable Period*”) was, in the aggregate, approximately \$672.48 per hour (the “*Non-Bankruptcy Blended Hourly Rate*”).²
- The blended hourly rate for all V&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately \$767.36 per hour.³
- A detailed comparison of these rates is as follows:

CATEGORY OF TIMEKEEPER	BLENDED HOURLY RATE FOR THE FEE PERIOD	NON-BANKRUPTCY BLENDED HOURLY RATE
Partners	\$1,084.11	\$951.22
Counsel	\$861.08	\$727.16
Associates	\$652.56	\$552.09
Paralegals	\$294.83	\$248.03
Total	\$761.77	\$672.48

¹ It is the nature of V&E’s practice that certain non-bankruptcy engagements (the “*Non-Bankruptcy Matters*”) require the advice and counsel of professionals and paraprofessionals who work primarily within V&E’s Restructuring Group. Accordingly, Non-Bankruptcy Matters consist of matters for which V&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by V&E domestic timekeepers who work primarily within V&E’s Restructuring Group.

² V&E calculated the blended rate for Non-Bankruptcy Matters by dividing the total dollar amount billed by V&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the total number of hours billed by V&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ V&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the total dollar amount billed by such timekeepers during the Fee Period by the total number of hours billed by such timekeepers during the Fee Period.

Exhibit E

Summary of Total Fees Incurred and Hours Billed

Summary of Total Fees Incurred and Hours Billed

Attorney	Position	Year of Bar Admission	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Shane M. Tucker	Partner	1999	Tax - ECB	\$1,280.00	24	\$30,720.00
Wendy T. Salinas	Partner	2001	Tax - ECB	\$1,175.00	0.3	\$352.50
David S. Meyer	Partner	2008	Restructuring & Reorganization	\$1,110.00	270.2	\$299,922.00
Paul E. Heath	Partner	1987	Restructuring & Reorganization	\$1,050.00	174	\$182,700.00
Matthew W. Moran	Partner	1997	Complex Commercial Litigation	\$1,050.00	161.2	\$183,768.00
Christopher J. Dewar	Partner	2005	Finance	\$945.00	2.1	\$1,984.50
Heather J. Reynolds Johnson	Associate	2003	Tax- ECB	\$945.00	10.2	\$9,639.00
Shaun A. Rogers	Counsel	2005	Real Estate	\$915.00	81.1	\$74,206.50
Sarah H. Mitchell	Counsel	2009	Complex Commercial Litigation	\$890.00	4	\$3,560.00
Jordan W. Leu	Counsel	2009	Complex Commercial Litigation	\$830.00	144.4	\$119,852.00
Jessica C. Peet	Associate	2014	Restructuring & Reorganization	\$830.00	237.5	\$197,125.00
Jeremy M. Reichman	Associate	2012	Complex Commercial Litigation	\$760.00	101.8	\$77,368.00
Devon C. Holstad	Associate	2015	Complex Commercial Litigation	\$735.00	9.2	\$6,762.00
Robert P. Hughes	Associate	2014	M&A / Capital Markets	\$720.00	0.5	\$360.00
Garrick C. Smith	Associate	2013	Restructuring & Reorganization	\$720.00	190.1	\$136,872.00
Matthew J. Pyeatt	Associate	2014	Restructuring & Reorganization	\$650.00	164.6	\$106,990.00
Kenneth F. Adler	Associate	2017	Real Estate	\$625.00	8.7	\$5,437.50
Andrew Geppert	Associate	2015	Restructuring & Reorganization	\$625.00	231.3	\$144,562.50
Patrick J. Tatum	Associate	2015	Real Estate	\$625.00	172.3	\$107,687.50
Caitlin L. Snelson	Associate	2016	Finance	\$625.00	2.1	\$1,312.50
Lauren M. Meyers	Associate	2016	Tax- ECB	\$575.00	0.6	\$345.00
Kathryn E. Hastings	Associate	2016	M&A / Capital Markets	\$535.00	9.2	\$4,922.00
Thomas P. Mitsch	Associate	2016	Complex Commercial Litigation	\$535.00	48.1	\$25,733.50
Matthew D. Struble	Associate	2016	Restructuring & Reorganization	\$535.00	142.9	\$76,451.50
Zachary A. Paiva	Associate	Pending	Restructuring & Reorganization	\$510.00	194.2	\$99,042.00
Hollyann S. Meyers	Associate	2018	Complex Commercial Litigation	\$450.00	28.7	\$12,915.00
Analiza Rodriguez	Associate	2018	M&A / Capital Markets	\$450.00	3.7	\$1,665.00
Totals for Attorneys					2417	\$1,897,747.50
Less 10% Discount						\$189,774.75
Total Attorney Fees Requested						\$1,707,972.75
Attorney Average Hourly Rate						\$706.65

Paraprofessional	Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Elizabeth E. Neuman	Paralegal	Restructuring & Reorganization	\$295.00	119.1	\$35,134.50
Susan A. Barden	Paralegal	Restructuring & Reorganization	\$285.00	2	\$570.00
Totals for Paraprofessionals				121.1	\$35,704.50
Less 10% Discount					\$3,570.45
Total Paraprofessional Fees Requested					\$32,134.05
Paraprofessional Average Hourly Rate					\$265.35

Exhibit F

Summary of Actual and Necessary Expenses

Summary of Actual and Necessary Expenses

Expense Categories	Amount
Miscellaneous	\$76.21
Travel	\$6,068.35
Computer Legal Research	\$4,283.92
Photocopy	\$9,167.87
Color Photocopy	\$1,978.80
Courier Services	\$861.92
Chapter 11 Filing Fees	\$17,581.12
Outside Professional Services	\$2,006.20
Long Distance Telephone	\$11,259.98
Expenses Total	\$53,284.37

Exhibit G

Summary of Fees by Submatter

Summary of Fees by Submatter

Submatter Number	Submatter Description	Total Billed Hours	Total Fees Requested
0	Asset Analysis and Recovery	0	\$0.00
1	Asset Disposition	0	\$0.00
2	Assumption and Rejection of Leases and Contracts	508.3	\$379,484.50
3	Avoidance Action Analysis	0	\$0.00
4	Budgeting (Case)	0	\$0.00
5	Business Operations	160.3	\$111,304.50
6	Case Administration	251.4	\$165,500.00
7	Claims Administration and Objections	20.4	\$14,406.00
8	Corporate Governance and Board Matters	63.5	\$43,799.50
9	Employee Benefits and Pensions	64.2	\$66,815.50
10	Employment and Fee Applications	100.6	\$75,219.00
11	Employment and Fee Application Objections	0	\$0.00
12	Financing and Cash Collateral	67.1	\$56,939.50
13	General Litigation	228.6	\$177,961.00
14	Meetings of and Communications with Creditors	66	\$58,155.50
15	Hearings	301.7	\$237,196.00
16	Plan and Disclosure Statement	691.5	\$535,549.50
17	Real Estate	0	\$0.00
18	Relief from Stay/Adequate Protection Proceedings	0	\$0.00
19	Reporting	10.5	\$8,122.00
20	Tax	1.3	\$713.50
21	Valuation	2.7	\$2,286.00
Total		2538.1	\$1,933,452.00

Exhibit H

Detailed Description of Services Provided

Vinson&Elkins

Invoice

February 14, 2019

Taco Bueno Restaurants, L.P.
 300 E. John Carpenter Freeway, Suite 800
 Irving, TX 75062

Client/Matter Number TAC503 64000
Invoice Number 25609333
Billing Attorney David S. Meyer

This invoice has been forwarded via e-mail to:
 pparsons@tacobueno.com
A copy of this invoice has been forwarded to:
 dmeyer@velaw.com

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Assumption and Rejection of Leases and Contracts**

Date	Initials	Description	Hours
11/06/18	MWMO	Participate in lease call with JLL (.4); correspond with landlord for lease 3159 and review related email correspondence (.1).	0.50
11/06/18	SR	Correspond with V&E team regarding Notices of Default (.3); participate in conferences with PJ Tatum regarding same (.2).	0.50
11/06/18	GSMI	Correspond with Jordan Leu and BRG regarding lease rejection issues.	0.20
11/06/18	PJTA	Participate in portion of call with Taco Bueno, JLL and Taco Supremo teams regarding calls with landlords.	0.80
11/07/18	SR	Correspond with V&E team regarding Notices of Default (.2); correspond with V&E team regarding Lease review project (.2); conference call with V&E team, Taco Bueno, JLL, Sun Holdings, advisors regarding lease negotiations (1.1); correspond with PJ Tatum regarding next steps (.3).	1.80
11/07/18	DCHO	Review and analyze landlord risk sheet.	0.50
11/07/18	PJTA	Correspond with David Meyer, Jordan Leu and Shaun Rogers regarding counterparty to primary Leases and individual landlord leases (.3); review leases (.4); attend conference call with Taco Bueno, JLL and Sun Holdings teams regarding individual landlord proposals (1.1).	1.80
11/08/18	PEH	Correspond with landlords, V&E team, and JLL on lease issues.	0.30
11/08/18	MWMO	Review correspondence regarding lease rejection motion (.2); email with Sun's counsel and counsel for TS regarding store 3177 lease (.4); attend conference call with Taco Bueno, Taco Supremo, advisors, and JLL regarding various leasing issues (1.0).	1.60
11/08/18	SR	Correspond with V&E team regarding Store rejections (.5); conference with PJ Tatum regarding leases (.3); correspond with JLL regarding Estoppel Certificate (.2); correspond with Taco Supremo regarding Lease Amendments (.5).	1.50

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

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11/08/18	JWLE	Review correspondence regarding landlord issues (.2); attend portion of conference call with client and Sun Holdings regarding lease strategy (.3).	0.50
11/08/18	DSME	Telephone conference with P. Parsons regarding lease rejection considerations (.5); telephone conference with JLL, clients, and advisors regarding lease negotiations (1.1); correspond with BRG and Company regarding same (.4); call with Paul Heath regarding same (.2).	2.20
11/08/18	PJTA	Review notices of default and other correspondence from Landlords forwarded by Ora Lee Bartolo (.3); conference with Shaun Rogers regarding same (.3); conference call with Taco Bueno, JLL, Sun Holdings team regarding individual landlord proposals (1.8).	2.40
11/08/18	ZAPA	Prepare for and attend conference call with Taco Bueno, Taco Supremo, and advisors to discuss assumption/rejection of leases.	1.20
11/09/18	PEH	Call with counsel to Sterling National Bank regarding case and certain primary leases (.4); call with David Meyer regarding same (.2).	0.60
11/09/18	PEH	Correspond regarding landlord related issues with internal team, company and JLL.	0.50
11/09/18	MWMO	Correspond with landlord counsel regarding lease rejection motion (.2); correspond with Haywood Miller regarding store 3177 lease (.1); review correspondence from ARC regarding lease rejection issues and complaints regarding proposed order (.2).	0.50
11/09/18	SR	Conference with PJ Tatum regarding Lease Amendments (.3); correspond with V&E team regarding Lease rejections issues (.5).	0.80
11/09/18	DSME	Correspond with N. Herman regarding lease rejection procedures (.3); telephone conference with Paul Heath regarding Sterling National Bank lease issues (.2).	0.50
11/09/18	JCPE	Telephone conference with advisors, principals regarding leases.	0.30
11/09/18	PJTA	Conference with Shaun Rogers regarding amendments to TB stores (.3); correspond with Julie Hatfield regarding estoppel certificate for store number 3051 (.3); correspond with Philip Parsons regarding memorandum of termination of lease and release of exclusive agreement (.3); attend conference call with Taco Bueno, JLL and Taco Supremo teams regarding individual landlord negotiations (.4).	1.30

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11/10/18	MWMO	Correspond with Haywood Miller and V&E team regarding store 3177 negotiations.	0.20
11/10/18	DSME	Correspond with M. Moran regarding landlord strategy.	0.20
11/11/18	DSME	Correspond with JLL regarding lease strategy.	0.50
11/12/18	MWMO	Email with Haywood Miller and V&E team regarding lease negotiations relating to store 3177 and reaching out to landlord (.1); correspond with V&E team regarding contract assumption issues (.1).	0.20
11/12/18	SR	Correspond with V&E team regarding Lease assumptions (.2); telephone conferences with JLL regarding Lease Amendments (.1).	0.30
11/12/18	DSME	Correspond with JLL team regarding lease strategy items.	0.60
11/12/18	JCPE	Conference call with advisors (HL, JLL, V&E), Taco Supremo, and Taco Bueno regarding leases (.6); analyze lease issues (.5).	1.10
11/12/18	DCHO	Research regarding lease choice of law provisions (.5); correspond with V&E team regarding same (.3).	0.80
11/12/18	PJTA	Call with Taco Bueno, JLL and Sun Holdings teams regarding individual landlord proposals (.6); correspond with title company related to sale of store and related issues (.3).	0.90
11/12/18	MJPY	Analyze lease-rejection issues.	0.30
11/13/18	PEH	Correspond with V&E, BRG, JLL regarding landlord and vendor issues.	0.40
11/13/18	SR	Correspond with V&E team regarding Lease Amendments.	0.80
11/13/18	JWLE	Email with Byrne Bass regarding Amarillo store (.1); conference with V&E team regarding same (.2); analyze potential lease rejection diligence points (.2); call with Matt Pyeatt regarding same (.1).	0.60
11/13/18	DSME	Correspond with V&E team regarding lease rejection process (.5); prepare for issues regarding same (.3); correspond with Phillip Parsons regarding same (.1); telephone conference with JLL, V&E, Taco Bueno, Taco Supremo regarding lease strategy (.6).	1.50
11/13/18	JCPE	Conference call with advisors (JLL, HL, V&E, BRG), Taco Bueno, and Taco Supremo regarding lease portfolio (.6); email with BRG and Jordan Leu regarding lease issues (.2).	0.80
11/13/18	PJTA	Email with Paul Heath regarding lease issues with Amarillo Store (.4); call with Jordan Leu regarding same (.2); email	1.70

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		with Tom Mullaney and V&E team regarding Sublease issues (.5); conference call with Taco Bueno, JLL, Taco Supremo, and advisor teams regarding individual landlord leases (.6).	
11/13/18	MJPY	Develop response to landlords to resolve lease rejection issues (.2); call with Jordan Leu regarding same (.1).	0.30
11/14/18	PEH	Correspond regarding assumption status with certain landlords and advertising firm.	0.20
11/14/18	MWMO	Review correspondence regarding rejection of leases (.2); review correspondence regarding rejection of contracts (.2); correspond with V&E team regarding lease modifications (.2).	0.60
11/14/18	SR	Email with V&E team regarding Lease rejections (.3); review form of Lease Amendment (.4).	0.70
11/14/18	JWLE	Research issues related to sublease resolution (.9); call with PJ Tatum regarding same (.4); call with Matt Struble regarding sublease issues (.2); call with Jessica Peet regarding same (.1); correspond with JLL regarding lease rejection issues (.2); call with Matt Pyeatt regarding same (.1).	1.90
11/14/18	DSME	Email with V&E team regarding lease strategy issues (.3); call with JLL (.8).	1.10
11/14/18	JCPE	Telephone conference with Jordan Leu regarding lease rejection (.1); telephone conference with P.J. Tatum regarding lease issues (.1); telephone conference with JLL, HL, BRG, V&E, company, and Taco Supremo regarding leases (.8).	1.00
11/14/18	MDST	Call with Jordan Leu regarding subleases.	0.20
11/14/18	DCHO	Analyze choice of law in primary lease contracts (1.6); email correspondence regarding same (.5); review and analyze first half of first day hearing transcript (2.8).	4.90
11/14/18	PJTA	Call with Jordan Leu regarding subleases (.4); email with Philip Parsons regarding subleases (.1); draft amendment to lease agreement for store number 3081 (.9); call with Jessica Peet regarding said amendment to store number 3081 lease agreement (.1); call with Taco Bueno, JLL and Sun teams regarding individual landlord discussions (.8).	2.30
11/15/18	PEH	Correspond with V&E team on landlord and contract vendor issues and status.	0.40
11/15/18	MWMO	Review request from landlord for 3137 (.1); telephone conference with David Meyer regarding business negotiations on lease 3177 (.1).	0.20
11/15/18	SR	Revise Lease Amendment form (.5); correspond with V&E team regarding status of leases (.2).	0.70

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11/15/18	DSME	Correspond with JLL regarding lease issues (.3); telephone conference with Matt Moran regarding same (.1); telephone conference with JLL regarding lease issues (.5).	0.90
11/15/18	JCPE	Correspond with P.J. Tatum regarding lease issues (.1); correspond with Matt Struble regarding lease analysis (.2); telephone conference with BRG regarding same (.1); telephone conference with JLL, HL, BRG, V&E, company, Taco Supremo regarding lease issues (.5).	0.90
11/15/18	MDST	Research regarding employee and medical plans as executory.	2.50
11/15/18	KFAD	Review LOI (.4); prepare lease amendment for site 3005 (1.4); review bankruptcy and pre-petition precedent provisions (.5).	2.30
11/15/18	PJTA	Review and revise Fourth Amendment to Store 3081 Lease (.4); email with V&E team regarding said Fourth Amendment (.2); email with Andy Couch regarding amendment to store number 3099 (.3); draft amendment to store number 3099 (1.2); email with David Meyer and Jessica Peet regarding payment of prepetition rent for store number 3099 (.3); call with Taco Bueno, V&E, and JLL teams regarding status of individual landlord proposals (.6); call with V&E team regarding lease amendment and bankruptcy status (.6).	3.60
11/15/18	MJPY	Analyze lease-rejection issues (1.1); evaluate docket updates (.2); correspond with Jessica Peet regarding lease-rejection matters and strategy on same (.2).	1.50
11/16/18	PEH	Correspond with V&E team on landlord negotiation status and issues.	0.30
11/16/18	SR	Review drafts of Lease Amendments (.8); conferences with P.J. Tatum and Ken Adler regarding same (.3); correspond with same regarding same (.3); attend portion of conference call with V&E team, JLL, client, Taco Supremo, advisors regarding landlord strategy (1.0); correspond with V&E team regarding Lease rejection analysis (.4).	2.80
11/16/18	DSME	Prepare for landlord strategy call (.7); attend telephone conference with Company, BRG, JLL and V&E team regarding landlord strategy (1.3); follow-up call with J. Peet regarding next steps regarding landlord strategy (.2).	2.20
11/16/18	JCPE	Review and comment on proposed lease amendment (.6); correspond with PJ Tatum regarding same (.2); prepare for lease call with JLL, BRC, HL, V&E Taco Supremo and the Company (.5); correspond with V&E team regarding lease issues (.3); conference call with JLL, HL, Taco Supremo, BRG, V&E regarding lease negotiations (1.4); telephone	3.40

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		conference with David Meyer regarding related issues (.2); analyze precedent issues regarding rejection (.2).	
11/16/18	DCHO	Analyze controlling law of agreements with landlords (1.2); correspond with V&E team regarding strategy (.5).	1.70
11/16/18	KFAD	Conference with PJ Tatum and Shaun Rogers regarding lease amendment (.3); prepare lease amendment for site 3142 (1.6).	1.90
11/16/18	PJTA	Review and revise amendment to store number 3099 (.7); draft amendment to store number 3046 (1.2); draft amendment to lease for store number 3219 (1.1); correspond with Ken Adler and Shaun Rogers regarding lease amendment (.2); correspond with Jessica Peet regarding proposed lease amendment (.2); call with JLL, Taco Bueno and Taco Supremo teams regarding landlord discussion (1.4); draft amendment to store number 3007 (.9); call with Taco Bueno, JLL, BRG and Sun Holdings teams regarding individual landlord lease negotiations (.7); draft amendment for store number 3209 (.6).	7.00
11/16/18	MJPY	Conference call with client, V&E team, advisors, buyer regarding strategy regarding lease issues.	1.30
11/17/18	SR	Correspond with V&E team regarding Lease Amendments.	0.30
11/17/18	JWLE	Correspond with David Meyer and Jessica Peet regarding lease assumption research (.3); correspond with V&E team regarding landlord rent payment dates (.1).	0.40
11/17/18	DSME	Telephone conference with H. Miller (.1); correspond with J. Peet and J. Leu regarding lease assumption question (.3).	0.40
11/17/18	JCPE	Correspond with Jordan Leu and David Meyer regarding lease assumption and payment question.	0.10
11/19/18	PEH	Correspond with V&E team regarding landlord related issues.	0.20
11/19/18	MWMO	Review summary of potential lease disputes (.1); conference with V&E team regarding research on same (.1); research lease rejection issues (.2); conference with V&E team regarding same (.1); attend conference call with advisors, client, buyer regarding lease assumption strategy (.7).	1.20
11/19/18	SR	Correspond with V&E team regarding Lease Amendments.	0.50
11/19/18	JWLE	Correspond with JLL, BRG, and V&E teams regarding lease- value analysis and rejection claims (.7); consider and research issues related to same (.5); correspond with landlord's counsel regarding rent payments (.1); conference call with JLL, Sun, and V&E teams regarding primary landlord strategy (.7).	2.00

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11/19/18	JCPE	Attend portion of conference call with V&E, JLL, HL, BRG, company and TS regarding lease negotiations.	0.40
11/19/18	PJTA	Review and revise amendment for store number 3099 (.6); draft amendment to store number 3188 (1.2); draft amendment for store number 3134 (1.2); review and revise amendment for store number 3219 (.7); review terms for amendment for store number 3001 (.3); review lease documents for store number 3001 (.6); email correspondence with Shaun Rogers regarding amendment to store number 3001 (.2); call with JLL and Sun Holdings teams regarding individual landlord negotiations (.6); draft amendment for store number 3155 (.8).	6.20
11/19/18	MJPY	Attend conference call regarding strategy on landlord and lease issues.	0.60
11/20/18	PEH	Call with landlord's counsel regarding assumption issues (.2); correspond regarding same with internal team (.1); correspond with V&E team on landlord issues (.2).	0.50
11/20/18	MWMO	Conference with Jordan Leu regarding lease rejection issues (.3); review correspondence regarding lease negotiations (.1); review and revise language requested to be added into rejection procedures order (.1); conference with Jordan Leu regarding same (.2).	0.70
11/20/18	SR	Correspond with JLL and company regarding Lease Amendments (.5); review drafts of same (1.3); correspond with PJ Tatum regarding comments to same (.5).	2.30
11/20/18	JWLE	Prepare to address lease valuation issues (1.1); prepare for call with JLL regarding same (.4); correspond with JLL, V&E, and client teams regarding individual landlord negotiations (.5); conference with Matt Moran regarding lease rejection issues (.3); review and revise rejection procedures order (.6); conference with Matt Moran regarding same (.2).	3.10
11/20/18	DSME	Correspond with G. Perales and JLL team regarding lease amendment (.4); correspond with N. Herman regarding lease rejection procedure order (.3); correspond with J. Peet regarding updates (.4).	1.10
11/20/18	JCPE	Correspond with PJ Tatum regarding lease issues (.4); conference call with V&E, JLL, HL, company, TS regarding lease issues (.5); review and analyze correspondence and analysis regarding lease negotiations (.7).	1.60
11/20/18	KFAD	Review and revise lease amendments for sites 3005 and 3142.	1.50
11/20/18	PJTA	Correspond with JLL team regarding sandwich leases (.3);	7.20

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		review ground leases related to primary leases (1.2); review and revise amendment for store number 3188 (.4); review and revise amendment for store number 3134 (.4); review and revise amendment for store number 3209 (.3); call with Jessica Peet regarding franchise agreements (.4); review franchise agreement regarding characterization of vendor payments (1.2); call with Taco Bueno, JLL, and Taco Supremo and advisor teams regarding individual landlord negotiations (1.0); draft amendment for store number 3228 (.9); draft amendment for store number 3003 (1.1).	
11/20/18	MJPY	Conduct legal research regarding lease-rejection issues and lease matters (1.6); attend conference call with client buyer, advisors regarding lease negotiations (1.0); review lease-related issues following call (.3); draft revised language regarding lease-rejection procedures order (.6); correspond with V&E team regarding same (.4); correspond with JLL and outside counsel regarding Martin Brothers leases (.6).	4.50
11/20/18	HSME	Correspond with Jordan Leu about research question regarding rent (.3); research rent reserved obligations (4.1); draft email regarding the same (1.5).	5.90
11/21/18	PEH	Correspond with V&E and JLL regarding landlord issues.	0.30
11/21/18	MWMO	Review lease rejection procedures order and revisions to same to address TABU landlords' comments (.3); conference with Jordan Leu regarding negotiation strategy regarding lease 3177 (.2); review correspondence regarding rejection of stores (.1); review and analyze correspondence regarding sandwich leases (.1).	0.70
11/21/18	SR	Correspond with V&E team regarding Lease Amendments (.3); review drafts of same (.7); correspond with PJ Tatum regarding comments to same (.3).	1.30
11/21/18	JWLE	Conference with PJ Tatum regarding rejection procedures order (.1); review research memo regarding 502(b)(6) claims calculations (.2); calculate unpaid rent claim on rejected stores (.2); revise JLL estimation sheets displaying same (.2); conference with V&E team regarding open items and landlord negotiation status (0.1).	0.80
11/21/18	JCPE	Conference call with V&E, JLL, HL, company, and Taco Supremo regarding lease negotiations (.8); call with PJ Tatum regarding lease issues (.4); correspond with V&E team regarding same (.1); review and analyze correspondence regarding same (.4).	1.70
11/21/18	KFAD	Review and revise lease amendment for Site 3142.	0.50
11/21/18	PJTA	Draft amendment for store number 3048 (1.0); draft amendment for store number 3049 (.7); draft amendment for	6.90

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store number 3193 (.8); review and revise amendment for store number 3002 (.5); draft amendment for store number 3007 (.9); draft amendment for store number 3202 (1.1); review and revise amendment for store number 3208 (.5); correspond with S. Rogers regarding comments to amendments (.3); correspond with J. Peet regarding lease issues (.2); conference with J. Leu regarding lease rejection procedures (.1); call with Taco Bueno, JLL, and Sun Holdings teams regarding individual landlord negotiations and primary landlord negotiations (.8).

11/21/18	MJPY	Review lease-rejection order.	0.40
11/23/18	MWMO	Review correspondence and strategy regarding sandwich leases (.3); review correspondence regarding lease 3177 dispute (.2).	0.50
11/23/18	JWLE	Correspond with Guillermo Perales, JLL, and V&E team regarding lease issues.	0.20
11/23/18	DSME	Correspond with V&E team regarding lease 3177 dispute (.2); review analysis regarding same (.7).	0.90
11/23/18	MJPY	Analyze lease-rejection issues (.2); correspond with creditors regarding same (.2).	0.40
11/25/18	MWMO	Review email correspondence regarding negotiations on store 3177 (.1); correspond with Jordan Leu regarding same (.2); review research regarding lease issues (.4).	0.70
11/25/18	JWLE	Draft response to JLL correspondence regarding lease issues (.2); correspond with Matt Moran regarding lease issues (.3).	0.50
11/25/18	DSME	Correspond with V&E and JLL teams regarding lease assumption issues (.3); review research and analysis regarding 3177 (.7); correspond with JLL regarding same (.3).	1.30
11/25/18	MJPY	Review lease-rejection issues and order.	0.40
11/25/18	TPMI	Correspond with V&E litigation team regarding strategy for assumption of leases.	0.50
11/26/18	MWMO	Correspond with P.J. Tatum regarding franchisee issues and review relevant portions of franchise agreements in connection with same (.3); correspond with Jordan Leu regarding issues related to sandwich leases (.6); review research on sublessee rights (.4); review email correspondence regarding lease 3177 lease negotiations (.1); review email correspondence to and from counsel for Spirit Realty (.1); correspond with P.J. Tatum regarding lease amendment (.3).	1.80
11/26/18	SR	Review drafts of Lease Amendments (2.2); conference with	3.50

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		PJ Tatum regarding same (1.0); correspond with JLL regarding lease and rejections (.3).	
11/26/18	JWLE	Correspond with Matt Moran regarding leasing issues (.3); review ground-lease assignments (.2); correspond with PJ Tatum regarding primary lease amendments (.1); correspond with V&E team regarding ground lease issues (.5); draft letter to landlord's attorney regarding Amarillo store 3159 (.3); study primary lease documents related to Spirit (.6); consider revisions to lease rejection procedures order (.3); review correspondence regarding franchise arrangements (.1); review NRP email regarding property abandonment (.1).	2.50
11/26/18	DSME	Prepare for conference call regarding lease negotiations (.3); conference call with advisors, Taco Supremo, Taco Bueno regarding lease negotiations (1.0).	1.30
11/26/18	PJTA	Email with Dan Capestrain regarding amendment for store number 3007 (.2); email with Matt Moran regarding franchise agreements (.3); assemble assignment of ground leases and circulate same to Jordan Leu (.5); review Landlord comments to amendment for store number 3219 (.3); review and revise amendment for store number 3219 (.5); call with Taco Bueno, JLL and Sun Holdings teams regarding individual landlord negotiations (1.0); review Landlord comments to numerous amendments (1.3); conference with Shaun Rogers regarding same (1.0); review and revise same (1.8).	6.90
11/26/18	MJPY	Attend portion of conference call with JLL, client, Taco Supremo, advisors regarding lease negotiations (.5); draft comments to lease-rejection orders (.5); analyze informal objections to lease rejection orders (1.0).	2.00
11/26/18	TPMI	Review and analyze case law on objections to motion to reject leases.	0.20
11/27/18	PEH	Correspond with V&E team regarding approach on certain landlord issues.	0.30
11/27/18	MWMO	Review correspondence regarding negotiations with Spirit (.3); review correspondence regarding ARC objections to lease rejection motion (.3); participate in call with Taco Supremo, JLL, HL, BRC, Taco Bueno and V&E team regarding lease disputes and resolution of leasing issues (.7).	1.30
11/27/18	SR	Review drafts of Lease Amendments (2.8); correspond with PJ Tatum regarding same (.9); correspond with V&E team regarding lease and rejections (.3); conference call with JLL, V&E, other debtor advisors, company and Taco Supremo regarding lease negotiations (.7); correspond with V&E, JLL regarding follow-up items (.6).	5.30
11/27/18	JWLE	Review and revise rejection damages estimates (.7);	3.40

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		telephone conference with Jessica Peet and Matt Pyeatt regarding rejection damages procedures and counterparty negotiations (.6); correspond with JLL team regarding same (.1); telephone conference with Jessica Peet and Lisa Peters regarding lease rejection procedures and issues (.3); telephone conference with Jessica Peet and PJ Tatum regarding same (.4); conference call with JLL, HL, BRG, Taco Supremo, and V&E team regarding lease issues (.7); review and revise lease rejection orders (.6).	
11/27/18	DSME	Telephone conference with JLL, HL, V&E BRG, Taco Bueno, Taco Supremo regarding lease analysis.	0.60
11/27/18	JCPE	Conference call with Jordan Leu and Matt Pyeatt regarding lease issues (.6); analyze same (.4); telephone conference with Kutak Rock and Jordan Leu regarding lease issue (.3); telephone conference with P.J. Tatum and Jordan Leu regarding lease issues (.5); telephone conference with JLL, HL, V&E, BRG, Taco Bueno, Taco Supremo regarding lease analysis (.7).	2.50
11/27/18	PJTA	Correspond with Philip Parsons regarding additional Spirit Lease (.2); review and revise amendment for store number 3049 (.5); conference call with Jordan Leu and Jessica Peet regarding subtenant claims (.5); review and revise amendment for store number 3228 (.5); review and revise amendment for store number 3151 (.6); call with Taco Bueno, JLL, V&E and Taco Supremo teams regarding individual landlord store negotiations (.7); correspond with JLL regarding same (.4); draft amendment for store number 3224 (.7); correspond with Jordan Leu regarding lease termination for store number 3212 (.3); review and revise amendment for store number 3191 (.6); call with counsel to subtenant for store number 3164 (.4); review and revise amendment for store number 3151 (.4); review and revise amendment for store number 3163 (.3); correspond with Mark Richardson regarding deal terms for store number 3102 (.2); correspond with David Meyer and Jessica Peet regarding subtenant for store number 3164 (.2); correspond with Julie Hatfield regarding amendment for store number 3191 (.3); review and revise amendment for store number 3219 (.4); correspond with Shaun Rogers regarding amendment for store number 3005 (.5).	7.70
11/27/18	MJPY	Revise lease-rejection order and lease-rejection procedures order (1.1); conduct legal research to support same (.5); conference call with Jessica Peet and Jordan Leu regarding same (.6); correspond with counsel to multiple landlords regarding same (1.2).	3.40
11/27/18	ZAPA	Conference call with JLL, company advisors, Taco Bueno, Taco Supremo to discuss assumption and rejection (.7); review correspondence regarding lease negotiations (.3).	1.00

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11/28/18	MWMO	Review correspondence regarding resolution of Spirit objection to lease rejection procedures (.2); review correspondence regarding issues related to certain leases (.2); review correspondence regarding lease negotiations (.1).	0.50
11/28/18	SR	Correspond with PJ Tatum regarding Lease Amendments (.1); review drafts of Amendments (.4); correspond with PJ Tatum regarding same (.3); conference call with JLL, HL, BRG, V&E, Taco Bueno, Taco Supremo regarding status of lease negotiations (.7).	1.50
11/28/18	JWLE	Correspond with Matt Moran regarding open items and lease negotiations (.2); analyze revisions to rejection damages analysis (.3); review and revise rejection procedures, lease rejection proposed orders to reflect constituent comments (.7).	1.20
11/28/18	DSME	Conference call with company advisors, company, and Taco Supremo regarding lease issues and strategy (.7); review lease amendment terms for primary lessors (.4); telephone conference with Hayood Miller regarding same (.4).	1.50
11/28/18	JCPE	Telephone conference with V&E, JLL, BRG, HL, Taco Supremo, Taco Bueno regarding lease issues (.7); correspond with company advisors regarding next steps, review lease amendments and follow up, review rejection procedures and open items (2.4).	3.10
11/28/18	KFAD	Prepare lease recognition and amendment for site 3205.	2.50
11/28/18	PJTA	Review and revise amendment for store number 3224 (.4); review Landlord comments to amendment for store number 3188 (.3); review and revise same and prepare execution version (.4); review and revise amendment for store number 3193 and prepare execution version (.4); correspond with Julie Hatfield regarding amendment for store number 3224 (.2); correspond with Mark Richardson regarding amendment for store number 3005 (.3); review and revise said amendment for store number 3005 (.6); call with Taco Bueno, V&E, JLL, BRG, HL and Taco Supremo teams regarding individual landlord negotiations (.6); review and revise amendment for store number 3102 (.5).	3.70
11/28/18	MJPY	Review and revise lease-rejection procedures order and lease rejection order (1.2); correspond with BRG and client regarding same (.6); correspond with lessors regarding objections to same (.8); correspond with V&E team regarding same (.5); analyze lease surrender matter (.8).	3.90
11/28/18	ZAPA	Review and analyze lease rejection procedures (.3); conference call with debtor advisors, Taco Bueno, Taco Supremo to discuss assumption and rejection of leases (.7).	1.00

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11/29/18	MWMO	Review research on lease rejection damages (.3); review US Realty settlement proposal (.2).	0.50
11/29/18	SR	Correspond with PJ Tatum regarding Lease Amendments (.3); review drafts of Amendments (1.0); correspond with PJ Tatum regarding comments to same (.4); conference call with company, buyers and advisors regarding lease negotiations (1.3).	3.00
11/29/18	GSMI	Correspond with lease counterparties regarding lease rejection issues.	1.10
11/29/18	DSME	Telephone conference with company, advisors, Taco Supremo and JLL regarding landlord negotiations.	1.20
11/29/18	PJTA	Review and revise direct lease amendment for store number 3205 (.4); review and revise amendment for store number 3005 (.3); review landlord comments to amendments for store number 3048 and 3049 (.3); correspond with Dan Capestrain regarding same (.2); review and revise lease amendment for store number 3220 (.4); review Spirit changes to rejection procedures order (.4); correspond with Andrew Geppert regarding potential assumption of leases (.3); correspond with Bill Sullivan regarding amending headquarters lease (.2); draft amendment to headquarters lease (.8); correspond with Shaun Rogers regarding lease issues (.4); correspond with Michael Parmerlee regarding sublease for store number 3164 (.3); conference call with Taco Bueno, JLL, and Sun teams regarding individual landlord negotiations and landlord negotiations (1.2); draft amendment for store number 3148 (1.0).	6.20
11/29/18	AGAP	Conference with BRG regarding schedule of assumed contracts (.4); correspond with V&E team regarding same (.3); correspond with BRG regarding franchisee issues (.7).	1.40
11/29/18	MJPY	Correspond with client regarding lease-rejection issues (.7); correspond with multiple lessors regarding informal comments to lease rejection order (.6); revise lease-related orders per same (.6); correspond with V&E team regarding revised orders (.1); evaluate objection filed by lessor and communications with same (.5).	2.50
11/30/18	SR	Review Lease Amendment drafts (.6); correspond with PJ Tatum regarding same (.1); conference call with advisors, client, Taco Supremo regarding status of lease negotiations (.8).	1.50
11/30/18	GSMI	Review proposed lease rejections and notice (.3); correspond with the Company, BRG, JLL, and V&E regarding same (1.6).	1.90
11/30/18	DSME	Telephone conference with company and JLL regarding lease status (.3); correspond with BRG team regarding lease issues	0.90

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(.2); correspond with JLL team regarding same (.4).

11/30/18	PJTA	Correspond with Matt Pyeatt regarding Spirit Lease (.4); review assignment of lease to Spirit (.3); review and revise amendment for store number 3148 (.4); draft list of landlord executed amendments (.3); correspond with Tom Mullaney regarding same (.1); review landlord comments to amendment for store number 3224 (.2); draft a list of business questions related to same (.4); conference call with Taco Bueno, JLL, and Sun Holdings teams regarding landlord negotiations (.8).	2.90
11/30/18	AGAP	Draft and revise notice of proposed cure amount (1.9); correspond with J. Peet regarding same (.4).	2.30
11/30/18	MJPY	Revise draft lease-rejection notice (1.1); evaluate as-entered lease orders (.3); correspond with lessor regarding open issues (.2); correspond with client regarding leases being rejected (.4).	2.00

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Re: Restructuring Advice

Summary of services - Assumption and Rejection of Leases and Contracts

Initials	Name	Hours	Eff. Rate	Amount
KFAD	Kenneth F. Adler	8.70	625.00	5,437.50
AGAP	Andrew Geppert	3.70	625.00	2,312.50
PEH	Paul E. Heath	4.00	1050.00	4,200.00
DCHO	Devon C. Holstad	7.90	735.00	5,806.50
JWLE	Jordan W. Leu	17.10	830.00	14,193.00
DSME	David S. Meyer	18.90	1110.00	20,979.00
HSME	Hollyann S. Meyers	5.90	450.00	2,655.00
TPMI	Thomas P. Mitsch	0.70	535.00	374.50
MWMO	Matthew W. Moran	11.70	1050.00	12,285.00
ZAPA	Zachary A. Paiva	3.20	510.00	1,632.00
JCPE	Jessica C. Peet	16.90	830.00	14,027.00
MJPY	Matthew J. Pyeatt	23.50	650.00	15,275.00
SR	Shaun A. Rogers	29.10	915.00	26,626.50
GSMI	Garrick C. Smith	3.20	720.00	2,304.00
MDST	Matthew D. Struble	2.70	535.00	1,444.50
PJTA	Patrick J. Tatum	69.50	625.00	43,437.50
Total		226.70		172,989.50

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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Business Operations**

Date	Initials	Description	Hours
11/06/18	JWLE	Review and revise first-day motions (3.5); correspond with V&E team regarding same (1.3).	4.80
11/06/18	GSMI	Prepare first day pleadings for chapter 11 filings (4.2); review and revise various first day motions (3.5); review updated diligence list from the Company (.1); revise first day declaration and related exhibits (1.1).	8.90
11/06/18	JCPE	Review all first day pleadings prior to filing (4.4); correspond with V&E team regarding same (1.9).	6.30
11/06/18	MDST	Review and revise first day pleadings (4.6); correspond with V&E and BRG teams to prepare materials for filing (2.6).	7.20
11/06/18	AGAP	Review and revise Joint Administration motion (.6); review and revise first day motions to prepare for filing (3.4); correspond with client, BRG, HL regarding same (2.8).	6.80
11/06/18	MJPY	Review and revise numerous first day pleadings (4.7); correspond with client regarding same (2.7).	7.40
11/06/18	ZAPA	Review utilities motion (1.6); review joint administration motion (.7); review pro hac vice applications (.4); revise solicitation vote declaration (1.6); revise notice of agenda (.6); revise emergency consideration (.8); revise complex consideration motion (.9).	6.60
11/07/18	MDST	Finalize and upload orders approved at hearing.	2.90
11/08/18	PEH	Review and revise certain second day pleading including insurance and utilities motion (1.1); conference with Matt Pyeatt comments to utilities motion (.2); conference with Andrew Geppert comments to insurance motion (.2).	1.50
11/08/18	MWMO	Correspond with V&E team regarding insurance issues and considerations under GL policies prior to filing insurance motion (.2); correspond with V&E team regarding insurance issues (.4).	0.60
11/08/18	JWLE	Correspond with V&E team regarding insurance motion (.7); study GL insurance policy (.6); review insurance motion (.3); correspond with V&E team regarding related considerations (.2); correspond with Andrew Geppert regarding wages motion and order (.1).	1.90
11/08/18	JCPE	Conference with Andrew Geppert and Matt Pyeatt regarding vendor release.	0.30

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11/08/18	AGAP	Conference with J. Peet and M. Pyeatt regarding vendor claim release form (.3); conference with Paul Heath regarding comments to Insurance Motion (.2); review and revise insurance motion (1.3); circulate with V&E team for review and comment (.1); revise same consistent with comments (.4).	2.30
11/08/18	MJPY	Revise utilities motion (.9); conference with Paul Heath regarding comments to same (.2); review Paul Heath comments to same (.5); review and revise cash management issues (1.2); correspond with Bank of America regarding same (.7); analyze Sygma vendor issues and nonpayment (.5); conference with Andrew Geppert and Jessica Peet on vendor claim release form (.3); correspond with client regarding wages and cash management order (.3).	4.60
11/09/18	PEH	Review of draft vendor letter (.2); conference with Matt Struble regarding same (.1).	0.30
11/09/18	MDST	Review PACA motion and order (.6); draft vendor agreement in connection with same (1.2); conference with Paul Heath regarding vendor letter (.1).	1.90
11/09/18	DCHO	Review draft of vendor release agreement.	0.30
11/09/18	AGAP	Correspond with BRG regarding PACA and IT/Media limits.	0.50
11/09/18	MJPY	Correspond with U.S. Trustee's Office regarding diligence request (.4); coordinate with Bank of America counsel regarding cash management system and accounts (.4); correspond with client regarding same (.2); correspond with PACA vendor regarding PACA motion (.2).	1.20
11/12/18	PEH	Review and revise vendor letter (.2); conference with Matt Struble regarding same (.2).	0.40
11/12/18	MDST	Conference with Paul Health regarding vendor letter.	0.20
11/12/18	MJPY	Correspond with client regarding vendor issue (.5); evaluate first-day motions and orders to support same (.4).	0.90
11/13/18	MWMO	Correspond with Holly Meyers regarding insurance issues (.3); review and revise email correspondence to client regarding same (.2); conference with Jordan Leu regarding insurance issues (.2).	0.70
11/13/18	JWLE	Draft letter to storage unit landlord regarding automatic stay (.5); conference with Matt Moran regarding insurance question (.2).	0.70
11/13/18	DSME	Office conference with Zack Paiva regarding SOFAs.	0.30
11/13/18	MJPY	Analyze cash management system inquiry (.1); prepare	0.40

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		proposed resolution of same (.3).	
11/13/18	ZAPA	Review global notes to schedules/sofas and draft global notes (2.4); office conference with David Meyer regarding same (.3).	2.70
11/14/18	MWMO	Review vendor release letter agreement.	0.10
11/14/18	JWLE	Review correspondence regarding vendor terminations (.2); call with Jim Kiley regarding vendor services (.1).	0.30
11/14/18	DSME	Telephone conference with Jessica Peet regarding vendor management issues.	0.10
11/14/18	JCPE	Telephone conference with David Meyer regarding vendor management issues.	0.10
11/14/18	AGAP	Review correspondence from various unsecured creditors (.3); correspond with V&E team regarding approach to same (.5); correspond with Jessica Peet regarding same (.1); review utilities motion/order with respect to utility provider treatment (.2).	1.10
11/14/18	MJPY	Analyze and respond to vendors inquiry and demand (.2); correspond with counsel to same and evaluate utilities motion to support same (.3); correspond with client regarding same (.1).	0.60
11/14/18	ZAPA	Draft global notes for schedules/sofas.	0.90
11/15/18	AGAP	Review and comment on draft schedules and statements (1.6); circulate same with Z. Paiva (.1).	1.70
11/15/18	ZAPA	Draft global notes for schedules/sofas.	4.20
11/16/18	PEH	Correspond with V&E team regarding status of schedules and statements and issues relating thereto.	0.30
11/16/18	JCPE	Correspond with V&E team regarding schedules and statements.	0.30
11/16/18	AGAP	Review and comment on global notes related to schedules and statements (.7); correspond with Z. Paiva regarding same (.2); correspond with V&E team regarding schedules and statements (.3).	1.20
11/16/18	ZAPA	Prepare revisions to SOFAs/SOALs.	4.10
11/17/18	DSME	Review schedules and statements.	0.10
11/18/18	MWMO	Review correspondence with V&E team regarding schedules and revisions to same.	0.10
11/18/18	DSME	Review schedules and statements.	0.50

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11/18/18	JCPE	Review and analyze draft schedules and statements (.8); review correspondence with Company and V&E team regarding same (.5).	1.30
11/19/18	PEH	Review of draft schedules, statements and global notes regarding same.	0.50
11/19/18	DSME	Review draft schedules and statements (1.1); review global notes regarding same (.7); correspond with V&E team regarding same (.3).	2.10
11/19/18	JCPE	Correspond with V&E team regarding comments to schedules and statements (.1); review correspondence regarding same (.1); analyze deliverables and next steps for same (.8).	1.00
11/19/18	AGAP	Review and revise schedules and statements (3.4); correspond with BRG regarding professional fees related to the bankruptcy (.5); confirm same appear on applicable statement (.2); telephone conference with Z. Paiva regarding outstanding issues related to schedules and statements (.6); review global notes (.7).	5.40
11/19/18	ZAPA	Call with Andrew Geppert to discuss open issues on SOFAs/SOALs (.6); revise SOFAs/SOALs (1.6); revise global notes regarding same (.9).	3.10
11/20/18	DSME	Review schedules/statements.	2.80
11/20/18	JCPE	Correspond with V&E team regarding schedules and related filings.	0.30
11/20/18	AGAP	Review revised and updated drafts of schedules and statements (1.3); correspond with BRG, V&E, and Prime Clerk regarding same (.7); review schedule E/F for completeness (.4); review schedule G to confirm certain executory contracts listed (.5); conference with V&E team regarding SOFA/SOAL workstreams and next steps (.4); review formatted schedules and statements circulated by Prime Clerk (.4); correspond with Prime Clerk regarding same (.7); review and comment on proposed final versions of schedules and statements (1.1); file schedules and statements (2.1); circulate file stamped versions to working group (.3).	7.90
11/20/18	MJPY	Review cash management issues.	0.30
11/20/18	ZAPA	Attend conference call with V&E team to discuss work allocation and SOFAs/SOALs (.5); review and revise SOFAs/SOALs and global notes regarding same (4.7).	5.20
11/21/18	AGAP	Call with BRG team regarding schedules and statements and providing same to committee in excel format (.4); correspond	0.90

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		with V&E team regarding same (.2); review correspondence with committee regarding same (.3).	
11/25/18	PEH	Review UCC comments to second day orders (.3); draft responses regarding same (.2).	0.50
11/25/18	MJPY	Correspond with UCC regarding comments to first-day motions (.4); prepare comments to same and circulate to working group (.4); correspond with creditors regarding second-day hearings and objections (.3).	1.10
11/26/18	DSME	Telephone conference with H. Miller and Jessica Peet regarding business issues.	0.10
11/26/18	JCPE	Telephone conference with Haywood Miller and David Meyer regarding open items.	0.10
11/26/18	MJPY	Correspond with client regarding cash management issues.	0.20
11/27/18	PEH	Conference call with creditors' committee counsel on second day issues.	0.70
11/27/18	MWMO	Prepare for and participate in telephone call with UCC regarding second day hearings and related business issues.	0.50
11/27/18	JWLE	Telephone conference with V&E team and UCC counsel regarding UCC issues list for second-day motions.	0.80
11/27/18	DSME	Telephone conference with Kilpatrick regarding UCC issues list.	0.60
11/27/18	JCPE	Conference call with V&E, Kilpatrick regarding UCC issues list (.6); correspond with David Meyer regarding follow-up issues (.5); telephone conference with V&E team regarding follow-up from UCC call (.2); telephone conference with Andrew Geppert regarding UCC comments to vendor order (.2).	1.50
11/27/18	MDST	Conference call with V&E and Committee counsel regarding potential objections.	1.00
11/27/18	AGAP	Prepare for call with UCC regarding issues list (.2); review prepetition accounts payable for vendors owed in excess of \$50,000 provided for by PACA motion (.1); conference call with J. Peet regarding same (.2); revise PACA order for UCC comments (.2); correspond with V&E team regarding same (.1).	0.80
11/27/18	MJPY	Correspond with objecting parties regarding utilities objection (.3); prepare draft response to utilities settlement (.6); prepare final orders on wages, cash management, and utilities per comments received (.9); analyze Committee comments to orders (.3).	2.10

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11/28/18	PEH	Correspond with V&E team regarding various second day issues.	1.20
11/28/18	MWMO	Review correspondence regarding settlement of AEP objection.	0.20
11/28/18	JWLE	Review correspondence regarding utilities motion and constituent comments.	0.30
11/28/18	AGAP	Correspond with BRG regarding franchisee issues (.4); correspond with V&E team regarding same (.5); call with J. Leu regarding 506b (.3); review research regarding same (.8); correspond with J. Leu regarding same (.2).	2.20
11/28/18	MJPY	Correspond with U.S. Trustee regarding comments to second-day motions (.6); correspond with utility provider regarding objection (.6); draft language in utility order to support same (1.1); correspond regarding orders with V&E team (.5).	2.80
11/29/18	PEH	Correspond with V&E team on outstanding issues on second day orders.	1.80
11/29/18	MWMO	Review KERP motion.	0.30
11/29/18	GSMI	Review proposed orders and comments from various parties, including the U.S. Trustee and Committee.	0.60
11/29/18	DSME	Telephone conference with UST regarding status and comments.	0.30
11/29/18	AGAP	Correspond with J. Peet regarding KERP and terminated employee issue (.4); review KERP regarding same (.8); coordinate with BRG regarding list of vendors paid under PACA motion (.4); prepare unredacted exhibit of KERP Participants (1.3).	2.90
11/29/18	MJPY	Analyze changes to utility order and exhibit (.5); correspond with Jessica Peet regarding same (.3); correspond with U.S. Trustee regarding orders (.5); compile and transmit same (.4); correspond with BRG regarding budget and utility deposit (.4); correspond with client regarding wages issue in final order (.2); evaluate primary lease documents (.3); correspond with counsel regarding same (.3); correspond with P.J. Tatum to support same (.2).	3.10
11/30/18	PEH	Correspond with V&E team on orders and open issues.	1.20
11/30/18	GSMI	Review and upload orders for the Court to enter.	1.20
11/30/18	DSME	Correspond with V&E team regarding orders.	1.80
11/30/18	JCPE	Correspond with V&E team to finalize filings.	1.60

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11/30/18	MDST	Finalize and upload orders.	1.00
11/30/18	AGAP	Review and upload orders related to same.	2.20
11/30/18	MJPY	Revise orders (.5); prepare orders for upload (.7); correspond with utility provider regarding order (.2); correspond with client regarding utility escrow (.2).	1.60

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Re: Restructuring Advice

Summary of services - Business Operations

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	35.90	625.00	22,437.50
PEH	Paul E. Heath	8.40	1050.00	8,820.00
DCHO	Devon C. Holstad	0.30	735.00	220.50
JWLE	Jordan W. Leu	8.80	830.00	7,304.00
DSME	David S. Meyer	8.70	1110.00	9,657.00
MWMO	Matthew W. Moran	2.50	1050.00	2,625.00
ZAPA	Zachary A. Paiva	26.80	510.00	13,668.00
JCPE	Jessica C. Peet	12.80	830.00	10,624.00
MJPY	Matthew J. Pyeatt	26.30	650.00	17,095.00
GSMI	Garrick C. Smith	10.70	720.00	7,704.00
MDST	Matthew D. Struble	14.20	535.00	7,597.00
Total		155.40		107,752.00

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Client/Matter Number TAC503 64000
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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Case Administration**

Date	Initials	Description	Hours
11/06/18	PEH	Correspond with court regarding case filing and scheduling.	0.80
11/06/18	GSMI	Confer with V&E team regarding workstreams.	0.50
11/06/18	AGAP	Attend meeting with V&E team regarding workstreams and next steps.	0.50
11/06/18	EENE	Review and file petitions and first day pleadings.	6.60
11/06/18	HSME	Correspond with V&E team for updates on filing progress.	0.20
11/07/18	JCPE	Correspond with V&E team regarding final order.	0.60
11/07/18	AGAP	Revise orders on first day motions to reflect negotiations with United States Trustee and rulings of the Court.	3.20
11/07/18	MJPY	Revise first-day orders and order upload following first-day hearing (2.0); correspond with courtroom deputy regarding same (.2).	2.20
11/08/18	PEH	Conference call with V&E team on workstreams to be accomplished (.4); conference call with internal team regarding same (.7); correspond with V&E team regarding filing of pleadings and status of matters (.1).	1.20
11/08/18	DSME	Review works in progress checklist (.7); conference call with V&E team regarding works in progress (.7); telephone conference with V&E team regarding follow-up, status of works in progress (.7).	2.10
11/08/18	JCPE	Review and revise work plan for second day filings (.4); telephone conference with V&E team regarding same (.7).	1.10
11/08/18	MDST	Conference call with V&E team regarding additional filings and work streams.	0.70
11/08/18	AGAP	Correspond with BRG regarding top 20 lists for each debtor (.2); call with clerk of court regarding creditors matrix filing and redaction order (.2); conference with Elizabeth Neuman regarding same (.2); review and revise creditor matrix cover sheets and circulate with E. Neuman to file same (.6); conference with V&E team regarding workstreams and next steps (.7).	1.90
11/08/18	MJPY	Conference call with V&E team regarding chapter 11 strategy (.7); compile and circulate first-day orders to working group (.5).	1.20

I.R.S. NO. 74-1183015

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Client/Matter Number	TAC503 64000
Invoice Number	25609333
Billing Attorney	David S. Meyer

Re: Restructuring Advice

11/08/18	EENE	Conference call with V&E team regarding works in progress (.7); compile pleadings and review for filing (2.8); conference with Andrew Geppert regarding same (.2); complete multiple electronic filings of court documents (2.3).	6.00
11/08/18	ZAPA	Conference call with V&E team regarding post-filing update and chapter 11 strategy.	0.70
11/09/18	PEH	Conference call with V&E team regarding work streams (.3); correspond with V&E team regarding filings and service (.5).	0.80
11/09/18	DSME	Office conference with J. Peet regarding works in progress and second day motions/applications (1.5); conference call with V&E team regarding works in progress (.3).	1.80
11/09/18	JCPE	Conference with David Meyer regarding works in progress and second-day motions (1.5); correspond with Prime Clerk regarding service and filings (.2); telephone conference with V&E team regarding works in progress (.3).	2.00
11/09/18	AGAP	Call with V&E team regarding workstreams and next steps.	0.30
11/09/18	MJPY	Conference call with V&E team regarding second-day motions and related issues (.3); evaluate docket and filed pleadings (.2); correspond with courtroom deputy regarding order entry and hearing setting request (.2).	0.70
11/09/18	EENE	Complete multiple electronic court filings (3.0); conference call with V&E team regarding chapter 11 strategy (.3).	3.30
11/09/18	ZAPA	Conference call with V&E team regarding chapter 11 strategy.	0.30
11/10/18	DSME	Review works in progress checklist.	0.80
11/11/18	DSME	Correspondence with J. Peet regarding revisions to works in progress checklist.	0.60
11/12/18	PEH	Participate in portion of conference call with V&E team regarding works in progress.	0.50
11/12/18	MWMO	Prepare for and participate in telephone call with V&E team regarding work in process.	0.80
11/12/18	SR	Prepare for and participate in telephone call with V&E team regarding work in process.	0.80
11/12/18	JWLE	Participate in daily internal conference call with V&E team regarding matter status and strategy.	0.80
11/12/18	JMR	Participate in daily internal strategy call with V&E team regarding matter status and works in progress.	0.80
11/12/18	DSME	Office conference with Jessica Peet regarding workstreams	1.70

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Client/Matter Number TAC503 64000
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 Billing Attorney David S. Meyer

Re: Restructuring Advice

		(.8); review works in progress checklist (.1); telephone conference with V&E team regarding workstreams and next steps (.8).	
11/12/18	JCPE	Review and revise work plan (.4); telephone conference with V&E team regarding same (.8); office conference with David Meyer regarding same, case issues (.8); correspond with Andrew Geppert regarding top 20 list (.2).	2.20
11/12/18	MDST	Participate in daily internal conference call with V&E team regarding updates and work stream assignment.	0.80
11/12/18	AGAP	Draft and revise "Top 20" lists for each Debtor (1.8); circulate with Jessica Peet for review (.1); revise consistent with comments from Jessica Peet (.2); circulate with Elizabeth Neuman for filing (.1); attend daily internal conference call with V&E team regarding workstreams and next steps (.8).	3.00
11/12/18	MJPY	Participate in conference call with V&E team regarding chapter 11 strategy.	0.80
11/12/18	EENE	Final preparation of and electronically file Top 20 Creditor Lists in each Debtor case (.8); correspond with Andrew Geppert regarding filing and service instructions (.1); correspond with Zachary Paiva regarding schedule/sofa filing (.1); review court documents for calendar details and complete calendaring tasks for working group (1.0); review docket for key dates and communicate with court clerk regarding select order entry status (.1); review NDTX procedures for ordering court hearing transcripts (.3); correspond with V&E attorneys regarding findings (.4); complete transcript order submission (.3); correspond with V&E attorneys regarding submission of select proposed orders (.1); reorganize first day hearing preparation hard copies into office files (.3); attend daily telephone conference with V&E attorneys regarding case status (.8); review works in progress list for project assignments (.2).	4.50
11/12/18	ZAPA	Participate in call with V&E team regarding work allocation and status (.8); correspond with Elizabeth Neuman regarding schedule/sofa filing (.1).	0.90
11/13/18	PEH	Participate in call with V&E team regarding status updates and works in progress.	0.50
11/13/18	SR	Participate in status call with V&E team regarding works in progress.	0.50
11/13/18	JWLE	Participate in conference call with V&E team regarding matter status and strategy.	0.50
11/13/18	JMR	Participate in call with V&E team regarding works in progress.	0.50

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11/13/18	DSME	Participate in V&E team status call.	0.50
11/13/18	JCPE	Prepare for conference call with V&E team regarding works in progress (.5); conference call with V&E team regarding same (.5).	1.00
11/13/18	MDST	Attend conference call with V&E team regarding work in progress and updates.	0.50
11/13/18	PJTA	Prepare for and participate in conference call with V&E team regarding works in progress.	0.60
11/13/18	AGAP	Participate in conference call with V&E team regarding workstreams and next steps.	0.50
11/13/18	MJPY	Participate in conference call with V&E team regarding works in progress.	0.50
11/13/18	EENE	Correspond with court clerk and transcriber regarding court hearing transcript order (.5); correspond with court clerk regarding docket entry detail for court filing (.1); complete document electronic filing correction (.4); attend daily conference call with V&E attorneys regarding case status (.5); complete additional calendar entries (1.0).	2.50
11/13/18	ZAPA	Participate in conference call with V&E team to discuss status and work allocation.	0.50
11/14/18	PEH	Conference call with V&E team regarding works in progress.	0.70
11/14/18	SR	Conference call with V&E team regarding works in progress.	0.70
11/14/18	JWLE	Conference call with V&E team regarding works in progress.	0.70
11/14/18	JMR	Portion of conference call with V&E team regarding works in progress.	0.60
11/14/18	DSME	Review works in progress checklists (.4); review critical dates list (.1); conference call with V&E team regarding works in progress (.7).	1.20
11/14/18	JCPE	Prepare for conference call with V&E team regarding works in progress (.5); conference call with V&E team regarding works in progress and updates (.7).	1.20
11/14/18	MDST	Conference call with V&E team regarding works in progress.	0.70
11/14/18	PJTA	Conference call with V&E team regarding works in progress.	0.70
11/14/18	AGAP	Conference call with V&E team regarding works in progress.	0.70
11/14/18	MJPY	Conference call with V&E team regarding works in progress.	0.70

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11/14/18	EENE	Organize court hearing transcript into files and distribute digital and hard copies to attorneys (.4); obtain pro hac vice order entry status (.1); conference call with V&E team regarding works in progress (.7); complete check request for court hearing transcript payment and submit same to attorney for authorization (.2); obtain precedent case documents for David Meyer (.2); provide updated docket reports to working group (.1); await final approval for and electronically file Declarations in Support of V&E Retention Application and Berkeley Research Group Retention Application (.9); correspond with V&E attorneys regarding service status for same (.1); organize documents into files (.5).	3.20
11/14/18	ZAPA	Prepare for and participate in conference call with V&E team regarding works in progress.	0.70
11/15/18	MWMO	Conference call with V&E team regarding update and work in progress.	0.60
11/15/18	SR	Conference call with V&E team regarding case status.	0.60
11/15/18	JWLE	Correspond with V&E team regarding matter status and strategy.	0.60
11/15/18	DSME	Telephone conference with working group regarding works in progress.	0.60
11/15/18	JCPE	Telephone conference with V&E team regarding updates and works in progress.	0.60
11/15/18	MDST	Conference call with V&E team regarding status and work in progress.	0.60
11/15/18	AGAP	Conference call with V&E team regarding workstreams and next steps.	0.60
11/15/18	EENE	Complete binder copy sets of 2nd Day Hearing documents for attorneys (2.7); review instructions regarding deadline and key dates to be calendared and complete same (.3); obtain updated docket report for working group (.1); attend phone conference with V&E attorneys regarding case status (.6); complete submission of check request for hearing transcript payment and organize documents into files (.3).	4.00
11/15/18	ZAPA	Attend portion of conference call with V&E team regarding status and work in progress.	0.50
11/16/18	JCPE	Correspond with Elizabeth Neuman regarding hotline and procedures.	0.10
11/16/18	MDST	Conference call with V&E team regarding status and work in progress.	0.50

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11/16/18	EENE	Correspond with V&E attorneys regarding electronic filing coordination for next week (.1); correspond with V&E staff and attorneys regarding Prime Clerk contact number for callers inquiring about case (.5); correspond with court clerk and Jessica Peet regarding order docket entry status for pro hac vice applications (.1); conference call with V&E attorneys regarding case status (.5); obtain updated docket report for working group (.1); complete binder copy set and delivery arrangements for draft Schedules and SOFAs for David Meyer (2.6); communicate with court staff and Zack Paiva regarding copy issue (.4); complete order for and provide precedent case hearing transcript to David Meyer (.7).	5.00
11/16/18	ZAPA	Attend standing call to discuss work allocation.	0.30
11/18/18	MWMO	Review update from Elizabeth Neuman on recent docket filings.	0.10
11/19/18	PEH	Attend conference call with V&E team regarding workstreams and next steps.	0.50
11/19/18	JWLE	Conference call with V&E team regarding matter status and strategy.	0.50
11/19/18	JMR	Conference call with V&E team regarding works in progress.	0.50
11/19/18	DSME	Review works in progress checklist (.4); office conference with J. Peet regarding same (.5); telephone conference with V&E team regarding works in progress (.6).	1.50
11/19/18	JCPE	Analyze works in progress and revise work plan (1.1); conference with David Meyer regarding same (.5); telephone conference with V&E team regarding status updates and works in progress (.5).	2.10
11/19/18	MDST	Prepare for and attend conference call with V&E team regarding status updates and works in progress.	0.60
11/19/18	PJTA	Prepare for and attend conference call with V&E team regarding works in progress.	0.60
11/19/18	AGAP	Conference call with V&E team regarding workstreams and next steps.	0.50
11/19/18	MJPY	Conference call with V&E team regarding works in progress.	0.50
11/20/18	PEH	Conference call with V&E team regarding works in progress.	0.50
11/20/18	MWMO	Conference call with V&E team regarding works in progress.	0.30
11/20/18	JWLE	Conference call with V&E team regarding works in progress and work plans.	0.40

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11/20/18	DSME	Review works in progress checklist and status of various workstreams.	0.70
11/20/18	JCPE	Conference call with V&E team regard works in progress (.4); correspond with David Meyer regarding updates (.4).	0.80
11/20/18	MDST	Conference call with V&E team regarding status updates and works in progress.	0.40
11/20/18	PJTA	Conference call with V&E team regarding status.	0.40
11/20/18	MJPY	Conference call with V&E team regarding works in progress.	0.40
11/21/18	PEH	Attend portion of call with V&E team regarding status updates and workstreams.	0.30
11/21/18	JMR	Conference call with V&E team regarding works in progress.	0.40
11/21/18	DSME	Review works in progress and status of same (.5); review correspondence regarding workstreams (.3); telephone conference with J. Peet regarding same (.3).	1.10
11/21/18	JCPE	Telephone conference with V&E team regarding works in progress, updates.	0.40
11/21/18	MDST	Conference call with V&E team regarding works in progress.	0.40
11/21/18	PJTA	Call with V&E team regarding case status.	0.40
11/21/18	AGAP	Conference call with V&E team regarding workstreams and next steps.	0.40
11/21/18	MJPY	Attend conference call with V&E team regarding status updates and workstreams.	0.40
11/21/18	ZAPA	Prepare for and participate in conference call with V&E team regarding work allocation.	0.50
11/23/18	DSME	Conference call with V&E team regarding works in progress.	0.50
11/25/18	DSME	Correspond with V&E team regarding works in progress.	0.50
11/26/18	PEH	Conference call with V&E team regarding works in progress.	0.80
11/26/18	MWMO	Conference call with V&E team regarding works in progress.	0.80
11/26/18	SR	Conference call with V&E team regarding works in progress.	0.80
11/26/18	JWLE	Conference call with V&E team regarding works in progress.	0.80
11/26/18	JMR	Conference call with V&E team regarding works in progress.	0.80
11/26/18	DSME	Conference call with V&E team regarding works in progress.	1.60

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(.8); review and revise work plan (.8).

11/26/18	JCPE	Telephone conference with V&E team regarding works in progress.	0.60
11/26/18	MDST	Attend portion of conference call with V&E team regarding works in progress.	0.60
11/26/18	PJTA	Conference call with V&E team regarding works in progress.	0.80
11/26/18	AGAP	Conference with V&E team regarding workstreams and next steps.	0.80
11/26/18	MJPY	Conference call with V&E team regarding works in progress.	0.80
11/26/18	ZAPA	Conference call with V&E team regarding works in progress.	0.80
11/27/18	PEH	Prepare for and participate in conference call with V&E team regarding works in progress.	0.60
11/27/18	MWMO	Conference call with V&E team regarding update and works in progress.	0.50
11/27/18	JWLE	Conference call with V&E team regarding objections to second-day motions and related work plan for November 30 hearing.	0.50
11/27/18	JMR	Prepare for and participate in conference call with V&E team regarding works in progress.	0.60
11/27/18	GSMI	Conference call with V&E team regarding case updates, second day hearing, and negotiations with parties in interest.	0.50
11/27/18	DSME	Prepare for conference call with V&E team regarding works in progress (.6); prepare outline regarding same (.7); telephone conference with V&E team regarding works in progress (.5).	1.80
11/27/18	JCPE	Prepare for telephone conference with V&E team regarding works in progress (.5); telephone conference with V&E team regarding workstreams (.5).	1.00
11/27/18	MDST	Conference call with V&E team regarding works in progress.	0.50
11/27/18	AGAP	Conference call with V&E team regarding workstreams and updates.	0.50
11/27/18	MJPY	Prepare for and participate in conference call with V&E team regarding works in progress.	0.60
11/27/18	EENE	Conference call with V&E team regarding case status and works in progress (.5); obtain updated docket report (.3); review recent correspondence for project instructions and case details (.7); send calendar invites for key case	1.60

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		milestones to outside counsel (.1).	
11/27/18	ZAPA	Prepare for and attend conference call with V&E team regarding work allocation and open workstreams.	0.70
11/28/18	PEH	Conference call with V&E team regarding works in progress.	0.70
11/28/18	MWMO	Portion of conference call with V&E team regarding works in progress.	0.50
11/28/18	JWLE	Conference call with V&E team regarding open items and matter status and strategy.	0.70
11/28/18	JMR	Prepare for and participate in conference call with V&E team regarding works in progress.	0.80
11/28/18	GSMI	Conference call with V&E team regarding works in progress and second day hearing preparation.	0.70
11/28/18	DSME	Review recent works in progress checklist (.2); conference call with V&E team regarding works in progress (.7).	0.90
11/28/18	JCPE	Review and revise work plan (.7); conference call with V&E team regarding works in progress (.7).	1.40
11/28/18	MDST	Attend V&E team conference call regarding updates and status of work streams.	0.70
11/28/18	PJTA	Attend portion of conference call with V&E team regarding status and works in progress.	0.40
11/28/18	AGAP	Correspond with E. Neuman to address filing issue (.4); prepare for and attend conference call with V&E team regarding workstreams and next steps (.9).	1.30
11/28/18	MJPY	Prepare for and attend conference call with V&E team regarding chapter 11 works in progress.	1.00
11/28/18	EENE	Analyze local rules (.3); complete arrangements for hard copy hearing binder copy sets to be delivered to court and attorneys (.6); correspond with Andrew Geppert regarding follow-up issues (.5); conference call with V&E team regarding works in progress (.7).	2.10
11/28/18	ZAPA	Conference call with V&E team to discuss work allocation.	0.70
11/29/18	JMR	Conference with V&E team regarding task list.	1.10
11/29/18	GSMI	Conference with V&E team regarding second day hearing and next steps.	1.00
11/29/18	DSME	Office conference with V&E team regarding workstreams.	0.70

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11/29/18	EENE	Complete final preparation of and electronically file Second Day Hearing administrative pleadings (1.9); correspond with Prime Clerk regarding service instructions for same (.6); review court documents for calendar details and complete calendaring (1.0).	3.50
11/30/18	MJPY	Correspond with Prime Clerk regarding order notice issues.	0.20
11/30/18	EENE	Obtain and distribute all court-stamped approved Orders post-hearing to attorneys (.5); prepare Notice of Filing Plan Supplement (2.2); correspond with V&E team regarding same (.5); electronically file Notice (.5); correspond regarding service instructions with Prime Clerk (.8); obtain contact information for outside parties (.2); send calendar invite for Confirmation Hearing to client per Jessica Peet (.3).	5.00

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Client/Matter Number TAC503 64000
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Re: Restructuring Advice

Summary of services - Case Administration

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	14.20	625.00	8,875.00
PEH	Paul E. Heath	7.90	1050.00	8,295.00
JWLE	Jordan W. Leu	5.50	830.00	4,565.00
DSME	David S. Meyer	18.60	1110.00	20,646.00
HSME	Hollyann S. Meyers	0.20	450.00	90.00
MWMO	Matthew W. Moran	3.60	1050.00	3,780.00
EENE	Elizabeth E. Neuman	47.30	295.00	13,953.50
ZAPA	Zachary A. Paiva	6.60	510.00	3,366.00
JCPE	Jessica C. Peet	15.10	830.00	12,533.00
MJPY	Matthew J. Pyeatt	10.00	650.00	6,500.00
JMR	Jeremy M. Reichman	6.10	760.00	4,636.00
SR	Shaun A. Rogers	3.40	915.00	3,111.00
GSMI	Garrick C. Smith	2.70	720.00	1,944.00
MDST	Matthew D. Struble	7.00	535.00	3,745.00
PJTA	Patrick J. Tatum	3.90	625.00	2,437.50
Total		152.10		98,477.00

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Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:

Re: Claims Administration and Objections

Date	Initials	Description	Hours
11/16/18	AGAP	Correspond with BRG regarding certain potential lien claimants.	0.40

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Re: Restructuring Advice

Summary of services - Claims Administration and Objections

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	0.40	625.00	250.00
Total		0.40		250.00

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Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Corporate Governance and Board Matters**

Date	Initials	Description	Hours
11/06/18	JWLE	Review and revise suggestions of bankruptcy (.4); correspond with V&E team regarding same (.2); finalize and file same (.3); correspond with opposing counsel regarding same (.3); finalize and file adversary proceeding against Store 3177 landlord (.5).	1.70
11/06/18	SHM	Review and revise D&O language.	1.00
11/06/18	JCPE	Prepare board update regarding filing and first day hearing.	0.80
11/08/18	JCPE	Draft board update (.5); revise same (.1); correspond with board regarding same (.2).	0.80
11/09/18	JCPE	Prepare board update.	0.60
11/13/18	AGAP	Review notes from recent board meetings (.8); draft and revise board minutes for same (4.8).	5.60
11/19/18	JCPE	Draft update for board (.2); revise and deliver same (.1); telephone conferences with BRG regarding updates for the board (.3).	0.60
11/21/18	MWMO	Review update to board.	0.10
11/21/18	JWLE	Review Board update.	0.10
11/30/18	DSME	Review board update (.3); correspond with J. Peet regarding same (.1).	0.40
11/30/18	JCPE	Correspond with board regarding update.	0.50

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V&E Invoice

Taco Bueno Restaurants, L.P. February 14, 2019 Page 38

Client/Matter Number TAC503 64000
Invoice Number 25609333
Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Corporate Governance and Board Matters

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	5.60	625.00	3,500.00
JWLE	Jordan W. Leu	1.80	830.00	1,494.00
DSME	David S. Meyer	0.40	1110.00	444.00
SHM	Sarah H. Mitchell	1.00	890.00	890.00
MWMO	Matthew W. Moran	0.10	1050.00	105.00
JCPE	Jessica C. Peet	3.30	830.00	2,739.00
Total		12.20		9,172.00

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Employee Benefits and Pensions**

Date	Initials	Description	Hours
11/08/18	DSME	Conference with Jessica Peet regarding KERP motion and strategy.	0.40
11/08/18	JCPE	Review KERP motion (.2); conference with David Meyer regarding same (.4); correspond with Andrew Geppert regarding same (.1); analyze related issues and next steps (.6); draft email to V&E employment group regarding KERP diligence (.2).	1.50
11/08/18	AGAP	Review fifth circuit precedent KERP motions and orders (.7); correspond with Jordan Leu regarding Wages Motion and Order (.1); draft and revise KERP motion (2.1); draft and revise KERP proposed order (.3); conference with Jessica Peet regarding KERP motion (.1); draft and revise retention plan (1.6); draft and revise schedule of proposed payments (.6); draft and revise declaration of H. Miller in support of KERP motion (.9).	6.40
11/09/18	PEH	Review draft of KERP motion (.2); telephone conference with Andrew Geppert regarding same (.2); telephone conference with David Meyer regarding same (.4); correspond with internal and client team regarding same (.2).	1.00
11/09/18	SMT	Review KERP motion (.6); correspond regarding same (.2).	0.80
11/09/18	MWMO	Review KERP motion.	0.40
11/09/18	DSME	Review KERP motion (.8); telephone conference with P. Heath regarding same (.4).	1.20
11/09/18	JCPE	Correspond with company regarding KERP filings (.5); telephone conference with BRG regarding same (.4).	0.90
11/09/18	AGAP	Revise KERP motion, retention plan, and declaration consistent with comments from V&E team and client (2.2); telephone conference with Paul Heath regarding KERP motion comments (.2).	2.40
11/12/18	SMT	Analyze COBRA issues (.6); review severance agreement (.4).	1.00
11/13/18	SMT	Telephone conference with David Meyer regarding consulting agreement issues (.2); email with David Meyer regarding employee issues (.2); email with Jessica Peet regarding consulting agreements (.2); revise form of consulting agreement (.4).	1.00
11/13/18	DSME	Telephone conference with Shane Tucker regarding	0.40

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		consulting agreements (.2); email with Shane Tucker regarding employee issues (.2).	
11/13/18	JCPE	Email with Shane Tucker regarding consulting agreements.	0.20
11/14/18	SMT	Telephone conference with David Meyer regarding separation and employment agreements (.5); review employment agreements (1.0); review and revise consulting and separation agreement (3.3).	4.80
11/14/18	DSME	Correspond with Shane Tucker regarding employment/severance issues (.2); telephone conference with Shane Tucker regarding same (.5); review consulting and separation agreement (.6).	1.30
11/14/18	JCPE	Telephone conference with company and V&E regarding employment agreements.	0.30
11/15/18	SMT	Telephone conferences with V&E team regarding consulting and separation agreements (.5); review employment agreements (.5); review and revise consulting and separation agreements (1.7); correspond with V&E team regarding same (.3).	3.00
11/15/18	JCPE	Correspond with Shane Tucker regarding employment agreements.	0.20
11/16/18	SMT	Revise separation and consulting agreements (.4); correspond with David Meyer regarding same (.1).	0.50
11/16/18	DSME	Review consulting and severance agreement and correspond with S. Tucker (.1); correspond with O. Janjua regarding consulting and severance agreement issues (.9).	1.00
11/17/18	SMT	Review and revise separation agreement and consulting agreements.	1.30
11/18/18	SMT	Review and revise separation and consulting agreements.	0.40
11/18/18	DSME	Correspond with O. Janjua regarding separation agreement.	1.50
11/26/18	AGAP	Research KERP objection precedent and outline response to same.	1.30

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 41

Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Employee Benefits and Pensions

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	10.10	625.00	6,312.50
PEH	Paul E. Heath	1.00	1050.00	1,050.00
DSME	David S. Meyer	5.80	1110.00	6,438.00
MWMO	Matthew W. Moran	0.40	1050.00	420.00
JCPE	Jessica C. Peet	3.10	830.00	2,573.00
SMT	Shane M. Tucker	12.80	1280.00	16,384.00
Total		33.20		33,177.50

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Employment and Fee Applications**

Date	Initials	Description	Hours
11/08/18	PEH	Correspond with V&E team regarding retention applications of company case professionals.	0.40
11/08/18	JCPE	Correspond with V&E team regarding retention applications (.5); correspond with UST regarding Prime Clerk retention order (.2); conference with Andrew Geppert regarding same (.1); review counsel retention application precedent (.8); draft V&E retention application (2.4); analyze precedent to support same (.4); review and revise JLL application (.4); correspond with V&E team regarding same (.1).	4.90
11/08/18	MDST	Review and revise Houlihan Lokey retention application, declaration, and proposed order.	1.80
11/08/18	AGAP	Conference with Jessica Peet regarding Prime Clerk retention order.	0.10
11/08/18	ZAPA	Draft Deloitte retention application (1.0); draft ordinary course professionals motion (1.1); draft interim compensation motion (1.6); draft JLL retention application (3.2); revise JLL retention application (1.5).	8.40
11/09/18	PEH	Correspond with V&E team and other case professionals on retention applications (.7).	0.70
11/09/18	MWMO	Review retention applications.	0.30
11/09/18	DSME	Review and revise V&E retention application (.8); telephone conference with V&E, HL and BRG regarding workstreams (1.5); review JLL retention application (.6); review Houlihan retention application (.6).	3.50
11/09/18	JCPE	Review all retention applications for filing, including revised versions (2.7); correspond with V&E team regarding same, comments, and next steps (1.3).	4.00
11/09/18	MDST	Review and revise Houlihan Lokey retention application, proposed order, and declaration (1.8); email with V&E team regarding retention applications and other filings (.3).	2.10
11/09/18	ZAPA	Draft JLL retention application (.8); draft BRG retention application (2.7); incorporate edits to JLL retention application (1.4); incorporate edits to BRG retention application (1.2); revise interim compensation motion (.4); revise ordinary course professionals motion (.6).	7.10
11/12/18	DSME	Prepare V&E retention application declaration.	1.00

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Re: Restructuring Advice

11/12/18	JCPE	Review and revise V&E retention application declaration and exhibits.	0.80
11/12/18	AGAP	Review and circulate Prime Clerk retention order for upload (.4); call with Jessica Peet regarding final orders and hearing regarding the same (.2).	0.60
11/12/18	MJPY	Review Prime Clerk retention order (.3); evaluate docket and related pleadings (.2).	0.50
11/12/18	ZAPA	Revise BRG retention application declaration and prepare issues list.	1.40
11/13/18	DSME	Correspond with Jessica Peet regarding retention applications (.3); review BRG retention declaration (.4); review V&E retention application (.5); review JLL retention application (.4).	1.60
11/13/18	JCPE	Review and revise V&E declaration (.8); correspond with V&E team regarding same (1.1).	1.90
11/13/18	ZAPA	Revise and draft BRG declaration for BRG retention application.	3.20
11/14/18	MWMO	Review affidavit in support of V&E retention application.	0.10
11/14/18	JWLE	Review Meyer retention declaration.	0.10
11/14/18	DSME	Review V&E retention declaration (.9); review retention declarations (.7).	1.60
11/14/18	ZAPA	Finalize BRG retention Miller declaration.	0.70
11/26/18	MWMO	Review pleadings related to retention applications and UCC comments regarding same (.4); review revisions to interim compensation order (.1); correspond with Jordon Leu regarding various potential objections potential resolutions of same (.4).	0.90
11/26/18	JWLE	Correspond with Matt Moran regarding retention issues (.3); review professional retention applications (.2); study UCC issues lists and proposed responses (.3).	0.80
11/27/18	MWMO	Review revisions to retention orders.	0.60
11/27/18	GSMI	Review correspondence regarding retention applications.	0.30
11/27/18	DSME	Review draft objection to retention application.	0.20
11/27/18	MDST	Research regarding market comparisons for financial advisor fees (2.1); create summary table (.7); correspond with David Meyer regarding same (.2).	3.00
11/27/18	EENE	Correspond with V&E team regarding precedent case	0.40

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Re: Restructuring Advice

		documents to be obtained regarding professional retention applications.	
11/27/18	ZAPA	Revise JLL retention application and coordinate additions with BRG.	1.60
11/28/18	PEH	Correspond with V&E team regarding retention application issues (.4); correspond with other case professionals regarding same (.8).	1.20
11/28/18	MWMO	Correspond with David Meyer regarding objection to Houlihan retention application (.3); review and analyze market comparisons for investment banker fees in connection with preparing reply brief (.4); review and revise reply brief in support of Houlihan retention application (2.5).	3.20
11/28/18	JWLE	Correspond with V&E team regarding UCC objection to Houlihan's retention application (1.0); review and analyze related materials, market comparisons and precedent (2.1); review and revise draft reply to objection to retention application (.5); review and revise proposed order on Houlihan retention (.5).	4.10
11/28/18	JMR	Draft reply in support of Houlihan Retention Application (4.2); correspond with V&E team regarding same (1.1); revise and edit same (2.2).	7.50
11/28/18	DSME	Analyze issues regarding objection to Houlihan retention (.4); correspond with J. Peet regarding strategy (.2); correspond with A. Dunayer regarding same (.2); correspond with M. Moran regarding reply to HL retention objection (.3).	1.10
11/28/18	MDST	Review Committee's potential objection to Houlihan Lokey's retention application (.6); draft response to same (1.4); research regarding market comparisons for financial advisor fees (1.4).	3.40
11/28/18	ZAPA	Review and revise JLL and BRG retention applications (.4); review and revise interim compensation motion (.8).	1.20
11/29/18	PEH	Analyze outstanding issues on retention applications for various case professionals.	1.50
11/29/18	MWMO	Review consent agreement related Houlihan retention by Agent banks (.3); correspond with Jordan Leu regarding same (.1).	0.40
11/29/18	MWMO	Review revisions to Houlihan retention order (.3).	0.30
11/29/18	JWLE	Analyze authorities related to professional retention (2.3); conference with V&E team regarding next steps (1.0); review and revise Houlihan retention order (.2).	3.50

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Billing Attorney	David S. Meyer

Re: Restructuring Advice

11/29/18	JMR	Conference with V&E team regarding Reply in Support of Houlihan Retention Application (1.0); research issues related to Section 328 and 330 treatment for financial advisors for purposes of Reply in Support of Houlihan Retention Application (2.3); draft talking points regarding Houlihan Retention Application (1.9).	5.20
11/29/18	DSME	Review and comment on HL retention application reply draft (1.6); prepare for hearing presentation of contested retention application (2.7); review and revise HL retention order (.9); correspond with J. Reichman regarding same (.3).	5.50
11/29/18	MDST	Correspond with V&E regarding Houlihan Lokey retention application.	0.20
11/29/18	ZAPA	Revise JLL and BRG retention application and interim compensation orders (.9); research and summarize precedent (2.7); research and summarize professional review standards under section 328 and 330 (2.4).	6.00
11/30/18	ZAPA	Revise proposed interim compensation, BRG and JLL retention application orders for filing.	1.60

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 46

Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Employment and Fee Applications

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	0.70	625.00	437.50
PEH	Paul E. Heath	3.80	1050.00	3,990.00
JWLE	Jordan W. Leu	8.50	830.00	7,055.00
DSME	David S. Meyer	14.50	1110.00	16,095.00
MWMO	Matthew W. Moran	5.80	1050.00	6,090.00
EENE	Elizabeth E. Neuman	0.40	295.00	118.00
ZAPA	Zachary A. Paiva	31.20	510.00	15,912.00
JCPE	Jessica C. Peet	11.60	830.00	9,628.00
MJPY	Matthew J. Pyeatt	0.50	650.00	325.00
JMR	Jeremy M. Reichman	12.70	760.00	9,652.00
GSMI	Garrick C. Smith	0.30	720.00	216.00
MDST	Matthew D. Struble	10.50	535.00	5,617.50
Total		100.50		75,136.00

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 47

Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Financing and Cash Collateral**

Date	Initials	Description	Hours
11/06/18	CLSN	Draft conformed credit agreement.	0.30
11/08/18	PEH	Correspond with Matt Struble and client team on DIP amendment and first draw including emails (.3); call with Haywood Miller regarding same (.2).	0.50
11/08/18	MDST	Finalize DIP Amendment for execution and coordinate signature pages and compiling fully executed copy (.3); correspond with Paul Heath regarding same (.3); finalize DIP draw notice and send to BRG and Taco Bueno for execution and delivery (.3).	0.90
11/13/18	MDST	Begin drafting Final DIP Order.	0.30
11/14/18	PEH	Correspond with BRG regarding review of variance report.	0.20
11/14/18	MWMO	Review DIP variance analysis.	0.10
11/14/18	JWLE	Review DIP budget variance report.	0.10
11/14/18	DSME	Review DIP budget.	0.20
11/14/18	MDST	Continue to draft Final DIP Order.	0.40
11/14/18	ZAPA	Research automatic stay effects on filing UCC-3.	0.60
11/15/18	PEH	Begin review of final DIP financing order.	0.30
11/15/18	MWMO	Review revisions to final DIP order.	0.30
11/15/18	DSME	Review DIP order.	0.80
11/15/18	MDST	Draft Final DIP Order.	1.40
11/15/18	ZAPA	Research automatic stay effects on filing UCC-3.	0.70
11/16/18	PEH	Correspond with V&E team on UCC formation status, issues and information flow (.5); review of draft of final DIP financing order (.5).	1.00
11/16/18	JWLE	Review revisions to final DIP order.	0.10
11/16/18	MDST	Revise Final DIP Order.	0.20
11/19/18	MDST	Review final DIP Order (.1); circulate updated draft of same to V&E team (.1).	0.20
11/20/18	MWMO	Review and revise DIP order.	0.20

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Re: Restructuring Advice

11/21/18	JWLE	Review DIP Budget variance report.	0.20
11/21/18	JCPE	Review DIP variance report (.1); correspond with BRG regarding same (.1); correspond with David Meyer regarding open issues related to same (.3).	0.50
11/25/18	MWMO	Review DIP variance report.	0.10
11/26/18	PEH	Review UCC comments on DIP financing (.2); conference call David Meyer to discuss same (.2); conference call with Peter Lewis, Kilpatrick and V&E team to discuss UCC comments and proposed solutions (1.5); review and revise draft of Final DIP order to address UCC and Taco Supremo issues (.8); draft emails regarding same (.2).	2.90
11/26/18	DSME	Review UCC issues lists (.6); telephone conference with V&E team regarding UCC DIP milestone/issues list (.2); telephone conference with Kilpatrick, P. Lewis and V&E team regarding DIP issues list and open issues (1.5); telephone conference with P. Heath regarding open issues (.2); correspond with V&E team regarding DIP order (.4).	2.90
11/26/18	JCPE	Telephone conference with Kilpatrick, V&E, Scheef & Stone regarding DIP comments.	1.50
11/26/18	MDST	Review UCC's DIP issues list and motions issues list (.3); correspond regarding UCC's DIP issues with Paul Heath, David Meyer, and Jessica Peet (.5); conference call with Peter Lewis, V&E and Kilpatrick regarding comments to final DIP order (1.5); revise final DIP order (.5); draft and file Notice of Filing Form of Final DIP Order, finalize form of order and redline to attach as exhibits (.5); email with Jessica Peet and David Meyer regarding same (.3); email with V&E team regarding responses to Committee's comments (.5); email with V&E team regarding Committee's comments on Houlihan's fees (.3).	4.40
11/26/18	ZAPA	Conference call with Peter Lewis, Kilpatrick, V&E team to discuss UST DIP motion comments (1.5); review UCC comment (.4); revise materials to reflect same (3.2).	5.10
11/27/18	PEH	Review objections to DIP order (.2); review revisions to DIP order by TS counsel (.2); e-mail with TS counsel on DIP order (.1); correspond with David Meyer regarding same (.7); conference with Matt Struble on further revisions to DIP order (.5); review and revise same (.8).	2.50
11/27/18	MWMO	Review summary of objection by tax appraisal districts to DIP order and related email correspondence (.7); review various revisions and email correspondence regarding DIP order (.8).	1.50
11/27/18	GSMI	Review correspondence related to DIP order.	0.30

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Billing Attorney	David S. Meyer

Re: Restructuring Advice

11/27/18	DSME	Review DIP order (.6); telephone conference with V&E team, UCC advisors regarding same (.7); review DIP draft objection (.2).	1.50
11/27/18	MDST	Conference with Paul Heath regarding objections to DIP (.5); review Peter Lewis's comments to DIP Order (.4).	0.90
11/27/18	AGAP	Attend conference call with V&E team, UCC advisors regarding DIP and final order issues list.	0.70
11/27/18	ZAPA	Telephone conference with V&E team to discuss DIP and next steps with UST (.3); conference call with V&E team and Peter Lewis to discuss DIP order and strategy (.6).	0.90
11/28/18	PEH	Conference call with V&E team and UCC counsel regarding form of DIP order (.7); conference call with UCC and TS counsel regarding same (.8); call with David Posner regarding follow-up issues (.2); correspond with V&E team, counsel to UCC and TS on order issues (.5); correspond with V&E team regarding UCC comments and revisions to order (1.7); review updated budget (.1); correspond with David Meyer and UCC counsel on same (.7).	4.70
11/28/18	MWMO	Review revisions to DIP order.	0.40
11/28/18	JWLE	Review correspondence regarding DIP order and proposed revisions to same.	0.20
11/28/18	DSME	Correspond with P. Heath regarding DIP items (.6); conference call with P. Lewis, KTS and V&E team regarding DIP issues (1.4); analyze DIP issues (1.4); telephone conference with P. Lewis regarding DIP budget (.4).	3.80
11/28/18	JCPE	Telephone conference with Scheef & Stone, Kilpatrick, V&E regarding DIP comments and related second day issues.	1.40
11/28/18	MDST	Conference call with Peter Lewis, David Posner, and V&E team regarding outstanding DIP issues (1.4); revise DIP Order (.7); draft email to Taco Supremo and Committee regarding same (.5).	2.60
11/29/18	PEH	Conference call with Peter Lewis, David Posner, and V&E team regarding outstanding DIP issues (1.0); analyze DIP issues (1.3); conference call with V&E team regarding follow-up items (.4); correspond with V&E team regarding revisions to DIP (1.8); correspond with internal team and BRG in revised DIP budget (.6).	5.10
11/29/18	JWLE	Review correspondence and UST objection regarding DIP order and budget.	0.20
11/29/18	DSME	Correspond with P. Heath regarding DIP status and	0.80

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Invoice Number 25609333
Billing Attorney David S. Meyer

Re: Restructuring Advice

negotiations.

11/29/18	MDST	Review Committee's comments to DIP Order (.5); call with Paul Heath and Peter Lewis regarding DIP Order (.6); revise DIP Order (.8); correspond with V&E team regarding DIP (.4).	2.30
11/30/18	MDST	Review and finalize DIP Order.	0.40

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V&E Invoice

Taco Bueno Restaurants, L.P. February 14, 2019 Page 51

Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Financing and Cash Collateral

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	0.70	625.00	437.50
PEH	Paul E. Heath	17.20	1050.00	18,060.00
JWLE	Jordan W. Leu	0.80	830.00	664.00
DSME	David S. Meyer	10.00	1110.00	11,100.00
MWMO	Matthew W. Moran	2.60	1050.00	2,730.00
ZAPA	Zachary A. Paiva	7.30	510.00	3,723.00
JCPE	Jessica C. Peet	3.40	830.00	2,822.00
GSMI	Garrick C. Smith	0.30	720.00	216.00
CLSN	Caitlin L. Snelson	0.30	625.00	187.50
MDST	Matthew D. Struble	14.00	535.00	7,490.00
Total		56.60		47,430.00

I.R.S. NO. 74-1183015

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: General Litigation**

Date	Initials	Description	Hours
11/06/18	MWMO	Prepare for evidentiary presentation at first day hearings.	2.50
11/06/18	JMR	Finalize and file Adversary Complaint regarding Store No. 3177 (1.2); review and revise witness and exhibit list (.9).	2.10
11/06/18	HSME	Correspond with Jordan Leu regarding suggestions of Bankruptcy (.1); draft suggestions of bankruptcy (1.5); coordinate with V&E team to prepare and file same (.1).	1.70
11/06/18	TPMI	Revise pleadings for Rosebriar/Caruth adversary complaint.	0.70
11/07/18	DCHO	Review drafts of suggestions of bankruptcy.	0.50
11/08/18	MWMO	Correspond with V&E litigation team regarding order of stay (.1); correspond with V&E litigation team regarding filing of notices of stay (.1).	0.20
11/08/18	MWMO	Correspond with V&E team regarding 3177 adversary (.7); conference with Bruce Bagelman regarding adversary proceeding and possible avenues to resolve matters (.3).	1.00
11/08/18	DSME	Correspond with V&E team regarding adversary proceeding.	0.20
11/08/18	HSME	Conference with Matt Moran for assignment regarding notices of stay (.1); coordinate filings of stays in the different courts (1.9).	2.00
11/09/18	MWMO	Telephone call with Bruce Bagelman regarding store 3177 lease (.2); correspond with client regarding same (.2); conference with Hollyann Meyers regarding service of same (.1).	0.50
11/09/18	JMR	Draft email correspondence with V&E team regarding adversary proceeding strategy.	0.30
11/09/18	HSME	Email with outside attorneys in debtor litigation regarding suggestions of bankruptcy (.4); coordinate filings of suggestions of bankruptcy (.8).	1.20
11/12/18	MWMO	Review order on adversary and for scheduling order (.3); review summons (.1); email with Bruce Bagelman regarding acceptance of service and order on adversary and for scheduling order (.1); telephone conference with V&E team regarding preparation of motion for expedited consideration of adversary proceeding (.2).	0.70
11/12/18	JWLE	Correspond with V&E team regarding service of Rosebriar complaint.	0.10

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Re: Restructuring Advice

11/12/18	DSME	Correspond with Matt Moran regarding adversary proceeding and scheduling.	0.30
11/12/18	HSME	Correspond with outside counsel in the Young case on the filing of suggestions of bankruptcy (.6); correspond with Jordan Leu and Matt Moran regarding suggestions of bankruptcy (.2); draft email to client regarding settlement discussion for Young case (.6); upload and organize filed suggestions of bankruptcy (.5).	1.90
11/12/18	TPMI	Correspond with defense team regarding confirmation strategy.	0.10
11/13/18	JWLE	Telephone correspondence with V&E team regarding Young claim (.2); conference with Holly Myers regarding same (.3).	0.50
11/13/18	JMR	Analyze strategy and tactics of Rosebriar situation.	0.10
11/13/18	HSME	Correspond with outside counsel in the Young matter (1.0); conference with Jordan Leu regarding the Young matter (.3); email with Jordan Leu and Matt Moran regarding the Young matter (.7).	2.00
11/14/18	MWMO	Conference call with BRG and V&E team regarding Rosebriar landlord (.2); meet with Jordan Leu regarding potential violations of automatic stay and whether to draft letter to vendors regarding same (.2); meet with Tom Mitsch regarding motion for expedited schedule in adversary proceeding (.3); analyze evidence needed for hearing/trial on adversary proceeding (.2).	0.90
11/14/18	JWLE	Meet with Matt Moran regarding adversary proceeding scheduling order and utility provider protections.	0.20
11/14/18	TPMI	Draft motion for scheduling order and for expedited hearing (1.4); conference with Matt Moran regarding same (.3).	1.70
11/15/18	MWMO	Review and revise motion for scheduling in adversary proceeding and related order (.2); conference with V&E team regarding same (.2); review and revise motion for expedited consideration (.1); conference with V&E team regarding same (.1); telephone call with Haywood Miller regarding negotiated resolution of Dallas 13 lease dispute (.2); review correspondence regarding lease amendment process and procedures and review lease amendment for renegotiated lease to prepare for discussions (.2); email with Bruce Bagelmen regarding motion for expedited hearing (.1); review draft agreed order on scheduling in adversary proceeding (.1).	1.20
11/15/18	JWLE	Review and revise draft order for adversary proceeding scheduling matters (.3); correspond with V&E team regarding same (.3); correspond with V&E team regarding landlord	1.90

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 Billing Attorney David S. Meyer

Re: Restructuring Advice

		issues (.3); review related correspondence on 3137 store (.2); correspond with V&E team regarding case issues (.2); consider lease valuation issues (.5); conference with Frederic David regarding 502{b}{6} analysis (.1).	
11/15/18	JMR	Review and mark-up motions for expedited hearing in Adversary Proceeding regarding Store No 3177.	0.30
11/15/18	JCPE	Correspond with V&E litigation team regarding procedures.	0.10
11/15/18	HSME	Email with company to confirm that all pending GL cases have been stayed.	0.40
11/15/18	TPMI	Draft motions for entry of scheduling order and for expedited hearing and corresponding orders (3.1); correspond with V&E defense team regarding adversary strategy (.7).	3.80
11/16/18	MWMO	Correspond with V&E team regarding litigation strategy regarding specific lease disputes (.2); review revisions to scheduling motion (.1); review correspondence regarding filing of suggestions of bankruptcy (.1); correspond with Bruce Bagelman regarding certificate of conference (.1); review correspondence regarding revisions to SOFA and schedules for information relevant to adversary proceeding (.1); email correspondence with Zack Paiva regarding equity structure and interest of third party (.1); review and revise motion for scheduling order and conferences with Jordan Leu regarding amending expedited motion on same (.4); conference with V&E team regarding research case disposition (.3).	1.40
11/16/18	JWLE	Review, revise, and file scheduling motions and related orders (1.6); email with clerk regarding same (.1); prepare for primary landlord strategy call with Houlihan, Sun, and V&E teams to provide adversary update (.7); conference call with same regarding same (1.2); correspond with opposing counsel regarding scheduling motions and related orders (.2); correspond with V&E team regarding matter status and strategy (.5).	4.30
11/16/18	TPMI	Draft proposed agreed order on motion for expedited hearing.	0.40
11/17/18	MWMO	Review correspondence from Richard Pullman regarding Roanoke lease.	0.10
11/17/18	TPMI	Correspond with V&E defense team regarding contested matter strategy.	0.10
11/19/18	DCHO	Review and analyze summary of events from Adeptus (.3); correspond with V&E team regarding same (.2).	0.50
11/19/18	ZAPA	Research Adeptus precedent UCC objections.	4.10
11/19/18	TPMI	Review and analyze case law on adversary proceedings and	1.80

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Re: Restructuring Advice

contested matters.

11/20/18	MWMO	Review and analyze potential avenues for delay of confirmation hearing based on similar fact situations (.4); email with V&E team regarding lease 3177 issues (.2).	0.60
11/20/18	JWLE	Correspondence with V&E team and client regarding store 3177.	0.20
11/20/18	TPMI	Review and analyze case law on landlord rights.	3.70
11/21/18	PEH	Receipt and review of objection from AEP.	0.20
11/21/18	MWMO	Review correspondence regarding AEP objection to utility motion.	0.20
11/21/18	JWLE	Correspond with V&E team regarding 3177 litigation strategy (.1); correspond with Matt Moran regarding store 3177 (.2); review research regarding lessor adversary proceedings (.1); consider potential objections to KERP motion (.1).	0.50
11/21/18	MJPY	Review utility objection issues.	0.20
11/21/18	TPMI	Review and analyze case law on landlord's right to adversary proceeding.	1.20
11/27/18	MWMO	Review email correspondence regarding lease 3177 settlement negotiations (.1); review correspondence regarding settlement discussions regarding adversary proceeding (.4).	0.50
11/27/18	JWLE	Study settlement proposal on Rosebriar leases and related economics and documents (1.3); analyze related financial issues (.9).	2.20
11/27/18	JMR	Review and analyze Rosebriar's response to scheduling motion.	0.50
11/27/18	TPMI	Review and analyze case law on assumption timing (3.0); correspond with V&E team regarding strategy for hearing on motion for scheduling order (.3).	3.30
11/28/18	MWMO	Review email correspondence regarding settlement issues related to adversary proceeding (.3); draft settlement letter (.8); email with clients regarding same (.1); prepare for and participate in telephone call with Bruce Bagelman regarding adversary proceeding (.2); analyze economics of Rosebriar settlement proposal (1.2); examine lease for store 3177 and proposed lease amendment (.4); prepare for hearing on scheduling motion (1.0).	4.00
11/28/18	TPMI	Draft reply in support of motion for scheduling order (2.3); review and analyze case law on strict construction of default notices (1.4); correspond with V&E team regarding strategy	4.00

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		for hearing on motion for scheduling order (.3).	
11/29/18	MWMO	Review and revise reply brief on scheduling motion (1.2); correspond with Jeremy Reichman and Jordan Leu regarding same (.3).	1.50
11/29/18	JWLE	Conference with Jeremy Reichman regarding adversary.	0.60
11/29/18	JMR	Conference with Jordan Leu regarding reply to objection to scheduling motion in Store No. 3177 adversary proceeding (.6); prepare for second-day hearings and scheduling motion in adversary proceeding (2.7).	3.30
11/29/18	TPMI	Draft response to Rosebriar's objections to motion for scheduling order (1.4); correspond with V&E team regarding hearing strategy (.6); draft witness and exhibit lists for Rosebriar adversary proceeding (.8); draft trial brief for Rosebriar adversary proceeding (.6).	3.40
11/30/18	MWMO	Prepare for and participate in second day hearings, including preparation for adversary proceeding (3.3); lead hearing in adversary proceeding (2.2); conference with Jordan Leu regarding settlement proposal to Rosebriar (.3); correspond with Jordan Leu regarding discovery to Rosebriar (.2); review draft scheduling order (.1).	6.10
11/30/18	JWLE	Correspond with JLL, Sun, client, and V&E teams regarding store 3177 adversary proceeding (.3); revise proposed order regarding scheduling of adversary proceeding (.3); review correspondence relating to lease rejection (.2); conference with Matt Moran regarding store 3177 settlement strategy (.3); correspond with client and opposing counsel regarding same (.1).	1.20
11/30/18	JMR	Continue to prepare for hearing on scheduling motion in Store 3177 Adversary Proceeding.	1.00
11/30/18	TPMI	Revise motion for summary judgment.	0.60

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - General Litigation

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.20	1050.00	210.00
DCHO	Devon C. Holstad	1.00	735.00	735.00
JWLE	Jordan W. Leu	11.70	830.00	9,711.00
DSME	David S. Meyer	0.50	1110.00	555.00
HSME	Hollyann S. Meyers	9.20	450.00	4,140.00
TPMI	Thomas P. Mitsch	24.80	535.00	13,268.00
MWMO	Matthew W. Moran	21.40	1050.00	22,470.00
ZAPA	Zachary A. Paiva	4.10	510.00	2,091.00
JCPE	Jessica C. Peet	0.10	830.00	83.00
MJPY	Matthew J. Pyeatt	0.20	650.00	130.00
JMR	Jeremy M. Reichman	7.60	760.00	5,776.00
Total		80.80		59,169.00

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 58

Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Meetings and Communications with Creditors**

Date	Initials	Description	Hours
11/08/18	PEH	Correspond with client, internal team and UST regarding scheduling of formation meeting (.3); correspond with Matt Moran regarding UCC formation meeting (.3).	0.60
11/08/18	PEH	Correspond with creditors regarding inquires related to case filing.	0.30
11/08/18	MWMO	Correspond with Paul Heath regarding formation of UCC and meeting regarding same.	0.30
11/08/18	AGAP	Calls with various creditors that received notices and had questions regarding same.	0.60
11/09/18	AGAP	Correspond with United States Trustee regarding creditor contact information.	0.20
11/12/18	MWMO	Prepare for meeting with UCC.	0.20
11/12/18	DSME	Prepare for committee formation meeting and potential initial advisor meeting.	0.50
11/12/18	MJPY	Correspond with V&E team regarding UCC formation meeting.	0.30
11/13/18	MWMO	Correspond regarding meeting with UCC with David Meyer (.1); telephone conference with Omar Janjua and Philip Parsons regarding same (.1).	0.20
11/13/18	DSME	Telephone conference with Omar Janjua and Phillip Parsons regarding committee meeting and strategy (.1); correspond with Matt Moran regarding same (.1).	0.20
11/14/18	PEH	Calls with case professionals on creditor formation meeting and related issues.	1.30
11/14/18	MWMO	Correspond with Paul Heath regarding committee formation meeting.	0.20
11/14/18	MJPY	Prepare materials for Committee formation meeting.	0.80
11/15/18	MWMO	Prepare for meeting regarding committee formation (.2); meet with Matt Struble regarding same (.5).	0.70
11/15/18	MDST	Meet with Matt Moran in preparation for UCC formation meeting (.5); compile documents and prepare for UCC formation meeting (.7); email with V&E team regarding same (.3).	1.50

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11/15/18	MJPY	Prepare documentation to support UCC formation meeting (.4); correspond with Matt Moran and Matt Struble regarding same (.2); multiple calls with vendor regarding inquiry on post-petition payment matters (.4); correspond with client regarding same (.2).	1.20
11/16/18	PEH	E-mail with V&E team on certain creditor issues and requests.	0.40
11/16/18	MWMO	Correspond with David Meyer and Jessica Peet regarding committee formation (.2); prepare for and attend UCC formation meeting (3.7).	3.90
11/16/18	JWLE	Correspond with V&E team regarding committee formation meeting.	0.20
11/16/18	DSME	Prepare for formation meeting.	0.90
11/16/18	MDST	Prepare for and attend creditors committee formation meeting (4.7); email with Matt Pyeatt regarding same (.2).	4.90
11/16/18	AGAP	Draft and revise 1102 agreed order and circulate with J. Peet for comment.	2.00
11/16/18	MJPY	Correspond with Matt Struble regarding Committee formation meeting issues (.2); correspond with vendor counsel regarding post-petition services inquiry (.2); further communications regarding Committee formation matters (.4).	0.80
11/17/18	JCPE	Review correspondence regarding committee and next steps.	0.20
11/18/18	MWMO	Review email correspondence with V&E team regarding committee formation, committee members, selection of professionals and possible meeting with committee professionals.	0.20
11/19/18	MWMO	Correspond with Paul Heath regarding UCC process, meeting with UCC, and delivery of information to UCC.	0.40
11/19/18	DSME	Telephone conference with D. Posner regarding case status (.7); follow-up conference with J. Peet regarding same (.3).	1.00
11/19/18	JCPE	Conference with David Meyer regarding committee updates.	0.30
11/20/18	PEH	Call with J. Peet and KTS regarding committee issues (.5); call with counsel to UCC (.6); review and revise confidentiality provisions (.5); correspond with UCC counsel regarding same (.1).	1.70
11/20/18	JCPE	Conference call with Paul Heath and Kilpatrick Townsend regarding background and next steps (.5); correspond with V&E team regarding updates from UCC counsel discussion (.3); correspond with Matt Struble regarding confidentiality agreement (.2); correspond with KS regarding initial materials	1.20

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(.2).

11/20/18	MDST	Review and revise confidentiality agreement with Committee (1.3); correspond with J. Peet regarding same (.2).	1.50
11/20/18	MJPY	Correspond with opposing counsel and client regarding same.	0.80
11/21/18	PEH	Correspond with counsel to UCC regarding formation and engagement (.1); updated confidentiality provisions (.2).	0.30
11/21/18	MWMO	Review UCC confidentiality provisions and suggested revisions to same.	0.40
11/21/18	DSME	Correspond with UCC counsel regarding engagement.	0.80
11/21/18	MDST	Revise committee confidentiality agreement (.6); correspond with committee counsel regarding same (.4); email with Committee, V&E, BRG and Company regarding same (.2).	1.20
11/26/18	PEH	Draft emails to UCC counsel on second day hearings and meeting scheduling.	0.20
11/30/18	PEH	Conference with representatives of creditors' committee on case issues and diligence.	2.00
11/30/18	MWMO	Prepare for meeting with UCC (.8); participate in meeting with UCC regarding case background (1.5); conference with Jeremy Reichman regarding preparation for UCC meeting (.8).	3.10
11/30/18	JWLE	Attend meeting between UCC advisors and Debtors' advisors regarding case background.	1.50
11/30/18	JMR	Conference with Matt Moran regarding preparation for meeting with UCC (.8); participate in meeting with UCC and company advisors regarding case background (1.5).	2.30
11/30/18	DSME	Conference with committee and debtor advisors regarding case background.	1.40
11/30/18	JCPE	Conference with UCC and company advisors regarding background.	1.20

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Meetings and Communications with Creditors

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	2.80	625.00	1,750.00
PEH	Paul E. Heath	6.80	1050.00	7,140.00
JWLE	Jordan W. Leu	1.70	830.00	1,411.00
DSME	David S. Meyer	4.80	1110.00	5,328.00
MWMO	Matthew W. Moran	9.60	1050.00	10,080.00
JCPE	Jessica C. Peet	2.90	830.00	2,407.00
MJPY	Matthew J. Pyeatt	3.90	650.00	2,535.00
JMR	Jeremy M. Reichman	2.30	760.00	1,748.00
MDST	Matthew D. Struble	9.10	535.00	4,868.50
Total		43.90		37,267.50

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Client/Matter Number TAC503 64000
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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Hearings**

Date	Initials	Description	Hours
11/06/18	PEH	Prepare for first day hearings with V&E team including outline and strategy.	1.50
11/06/18	JWLE	Compile exhibits for first-day hearings (.7); revise witness and exhibit list (.2); correspond with V&E team regarding same (.5); revise witness prep outline for Haywood Miller (1.8); confer with Haywood Miller regarding first-day hearings (.8).	4.00
11/06/18	JMR	Correspond with Jordan Leu regarding first day hearing (.7); review and revise Adam Dunayer declaration (1.6).	2.30
11/06/18	GSMI	Correspond with David Meyer regarding first day presentation (.6); correspond with the U.S. Trustee regarding first day hearing and potential issues (.5).	1.10
11/06/18	DSME	Prepare for first day hearing with V&E team (3.9); review and finalize first day pleadings and deal documents (2.2).	6.10
11/06/18	JCPE	Prepare talking points for first day hearing.	1.50
11/06/18	MDST	Draft slide deck for first day hearing presentation.	2.80
11/06/18	MJPY	Prepare for first day hearing.	2.80
11/06/18	EENE	Prepare administrative materials for first day hearing with V&E team in Dallas.	2.30
11/07/18	PEH	Correspond with V&E team regarding hearing preparation and outline of argument (2.9); review of comments from UST on issues and outline edits to orders (.5); conference with UST and V&E team regarding hearing (1.0); attend and participate in first day hearings (4.5).	8.90
11/07/18	MWMO	Review pleadings in preparation for first day hearings to consider evidence needed in support of motions (.5); work on witness outlines (1.2); meeting with Adam Dunayer in preparation for first day hearings (1.0); conference with BRG team and Haywood Miller in preparation for first day hearings (.5); review power point presentation (.3); prepare for first-day hearing (.3); attend and participate in first day hearings (4.5).	8.30
11/07/18	JWLE	Revise witness prep outlines for Miller and Dunayer (1.6); conference with Miller and Dunayer for hearing preparation and related discussions (1.5); review exhibit binders (.3); review and revise first-day presentation (.3); conference with V&E team regarding first-day hearing strategy (.3); attend first-day hearing in N.D. Tex. Bankruptcy Court (4.5).	8.50

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11/07/18	GSMI	Prepare for first day hearing and coordinate first day presentation for the court (.7); review and analyze correspondence related to first day preparation and U.S. Trustee questions and potential objections (.3); review V&E team email regarding open questions and diligence for first day presentation and necessary relief for the Debtors (.6).	1.60
11/07/18	DSME	Prepare for first-day hearing (5.0); attend and participate in first day hearing (4.5).	9.50
11/07/18	JCPE	Review motions and prepare talking points for hearing (2.3); assist with preparation of witnesses for hearing (.6); review UST comments (.6); conference with V&E team regarding same (1.0); continue preparing for hearing (1.0); attend hearing (4.5).	10.00
11/07/18	MDST	Draft and revise slide deck for first day hearing presentation (2.2); conference with V&E team regarding same (.6); prepare for first day hearing and compile documents and technology for use at hearing (1.2); conference with U.S. Trustee regarding hearing (.6).	4.60
11/07/18	AGAP	Prepare talking points for first day hearing regarding PACA, taxes, and customer programs motions (1.9); correspondence regarding DIP budget alignment with PACA motion (.4); compile thumb drive of PDFs of filed pleadings per clerk (.2); correspond with Elizabeth Neuman regarding same (.2); attend and present at first day hearing (4.5).	7.20
11/07/18	MJPY	Prepare materials and talking points for first-day hearing (4.5); evaluate as-filed pleadings to support same (1.2); meet with U.S. Trustee prior to first-day hearing (.5); attend and participate in first-day hearing (4.5).	10.70
11/07/18	BARD	Research courtroom technology requirements to support first-day hearing.	0.50
11/07/18	EENE	Continue electronic filing of multiple first day documents (6.1); continue first day hearing preparation projects with working group (6.2); correspond with Andrew Geppert regarding clerk request (.2).	12.50
11/07/18	ZAPA	Prepare first-day hearing materials (1.1); review affidavits of service to support hearing (.7); research precedent to support first-day hearing (1.4); review RSA milestones and scheduling (.8).	4.00
11/20/18	JWLE	Correspond with JLL regarding November 30 hearing and lease issues (.8); correspond with Matt Moran regarding same (.2).	1.00
11/25/18	MWMO	Review UCC issues list and prepare for evidentiary issues at November. 30 hearing related to same.	0.40

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

11/25/18	JWLE	Correspond with V&E team regarding November 30 hearing.	0.10
11/26/18	PEH	Discuss status of second day hearings with Matt Moran.	0.40
11/26/18	MWMO	Prepare for second day hearings.	1.10
11/26/18	DSME	Office conference with Jessica Peet regarding hearing (.1); correspond with V&E team regarding workstreams and second day hearing (.6).	0.70
11/26/18	JCPE	Office conference with David Meyer regarding hearing.	0.10
11/27/18	PEH	Correspond with David Meyer on hearing issues.	0.40
11/27/18	GSMI	Review materials for second day hearing (.6); prepare hearing presentation (1.4).	2.00
11/27/18	DSME	Draft hearing outline.	1.30
11/27/18	EENE	Review docket for and organize objections to Second Day Motions (.2); prepare materials for Second Day Hearing (1.0).	1.20
11/28/18	PEH	Review agenda and witness and exhibit list (.3); call with Jess Peet on approach to hearing (.2).	0.50
11/28/18	MWMO	Revise witness and exhibit list.	0.40
11/28/18	JWLE	Call with Andrew Geppert regarding 502 issue (.3); consider additions to witness and exhibit list (.2).	0.50
11/28/18	GSMI	Review and revise second day hearing presentation.	2.20
11/28/18	DSME	Telephone conference with H. Miller regarding hearing preparation (.7); office conference with J. Peet regarding hearing preparation and strategy (.8); telephone conference with Kilpatrick regarding second day hearing (.4); prepare for second day hearing (1.2).	3.10
11/28/18	JCPE	Review and revise tracker of objections (.3); office conference with David Meyer regarding next steps to resolve open issues and prepare for hearing (.8); correspond with Kilpatrick regarding status update regarding hearing (.4); telephone conference with Paul Heath regarding hearing preparation (.2).	1.70
11/28/18	AGAP	Draft and revise second day hearing talking points (1.8); call with Jordan Leu regarding 502 issue for hearing (.3).	2.10
11/28/18	MJPY	Begin preparing for second-day hearing presentation (1.6); evaluate agenda and exhibit list (.4).	2.00
11/28/18	EENE	Draft administrative pleadings for Second Day Hearing on	5.90

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		11/30 (2.2); correspond with court clerks, copy services and V&E team regarding Second Day Hearing preparation (1.4); prepare materials for second day hearing (2.3).	
11/28/18	ZAPA	Revise proposed orders for second day hearing (5.2); prepare for hearing (1.3).	6.50
11/29/18	PEH	Conference with V&E team to discuss preparation for second day hearings (.7); review agenda and exhibit list (.2).	0.90
11/29/18	PEH	Review draft slide deck for hearing presentation.	0.20
11/29/18	MWMO	Prepare hearing notes for potential evidentiary issues in few remaining contested issues (.5); review and revise witness and exhibit list (.3); review exhibit list from Rosebriar (.2); prepare for and participate in meeting with Haywood Miller and Jordan Leu regarding potential evidentiary issues at second day hearings (.8); prepare for second day hearings (1.5).	3.30
11/29/18	JWLE	Review proposed orders on motions set for hearing November 30 (.9); correspond with V&E team regarding hearing strategy (1.0); conference with Haywood Miller and Matt Moran regarding November 30 hearing (.5); review and revise witness and exhibit list for November 30 hearing (.3); conference with Jeremy Reichman regarding same (.5); compile related exhibits and binders (.7).	3.90
11/29/18	JMR	Conference with Jordan Leu regarding witness and exhibit list.	0.50
11/29/18	GSMI	Prepare for second day hearing and review all binders, materials, and pleadings (3.3); draft and revise second day presentation (2.8).	6.10
11/29/18	DSME	Revise hearing deck.	1.20
11/29/18	JCPE	Conferences with HL, BRG, V&E to prepare for hearing (2.3); prepare presentation of certain motions and retention applications for hearing (3.1); correspond with V&E team regarding UST comments (1.1); telephone conference with V&E team regarding hearing preparation (.7); analyze follow-up issues (1.4).	8.60
11/29/18	MDST	Conference with V&E team regarding hearing and next steps.	1.00
11/29/18	AGAP	Review correspondence regarding second day hearing (.4); review second day presentation (.7); revise talking points for second day hearing (1.4); attend meeting with V&E team regarding workstreams in advance of second day hearing (.9); coordinate with V&E team to file revised hearing agenda (.3); review same (.6); file same (.3).	4.60
11/29/18	MJPY	Conference with V&E team regarding strategy for second-day	4.00

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		hearing (1.2); analyze follow-up issues with respect to same (.4); review exhibits being sent to courthouse (.6); prepare hearing outlines (1.3); prepare hearing materials for presentation (.5).	
11/29/18	ZAPA	Conference with V&E team regarding hearing items (.5); revise witness and exhibit list (.8); draft amended agenda (2.3).	3.60
11/30/18	PEH	Prepare for second day court hearing (2.0); attend second day court hearing (2.8).	4.80
11/30/18	JWLE	Prepare for second day and adversary hearings (1.7); attend same (2.4).	4.10
11/30/18	DSME	Prepare for hearing (1.2); participate in hearing (2.6); return travel from Dallas, TX to New York, NY (1.5).	5.30
11/30/18	JCPE	Prepare for hearing (2.7); attend second day hearing (1.8); conference with V&E team regarding follow-up items (.7); correspond with V&E team regarding same (.4); return travel from Dallas, TX to New York, NY (1.3).	6.90
11/30/18	MJPY	Prepare for presentation of multiple motions at second-day hearing (2.0); attend second-day hearing (2.5).	4.50

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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Hearings

Initials	Name	Hours	Eff. Rate	Amount
BARD	Susan A. Barden	0.50	285.00	142.50
AGAP	Andrew Geppert	13.90	625.00	8,687.50
PEH	Paul E. Heath	17.60	1050.00	18,480.00
JWLE	Jordan W. Leu	22.10	830.00	18,343.00
DSME	David S. Meyer	27.20	1110.00	30,192.00
MWMO	Matthew W. Moran	13.50	1050.00	14,175.00
EENE	Elizabeth E. Neuman	21.90	295.00	6,460.50
ZAPA	Zachary A. Paiva	14.10	510.00	7,191.00
JCPE	Jessica C. Peet	28.80	830.00	23,904.00
MJPY	Matthew J. Pyeatt	24.00	650.00	15,600.00
JMR	Jeremy M. Reichman	2.80	760.00	2,128.00
GSMI	Garrick C. Smith	13.00	720.00	9,360.00
MDST	Matthew D. Struble	8.40	535.00	4,494.00
Total		207.80		159,157.50

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Plan and Disclosure Statement**

Date	Initials	Description	Hours
11/06/18	PEH	Analyze case strategy (1.2); correspond with V&E team regarding deal issues (2.8); analyze related materials (.9); correspond with client and case professionals regarding same (2.1).	6.80
11/06/18	MWMO	Analyze next steps including review pleadings and compare with plan provisions (3.8); review and revise declarations and supporting exhibits of Adam Dunayer and Haywood Miller (2.2).	6.00
11/06/18	CJDE	Correspond with V&E team regarding case strategy.	0.50
11/06/18	SR	Correspond with V&E team regarding strategy.	0.50
11/06/18	JMR	Correspond with V&E Team regarding filings.	1.60
11/06/18	GSMI	Review proposed case schedule and related timing issues.	0.10
11/06/18	ZAPA	Revise scheduling motion (2.8); revise prime clerk retention application (3.7).	6.50
11/08/18	PEH	Correspond with V&E team and Prime Clerk on plan issues.	0.40
11/08/18	JCPE	Analyze plan supplement issues and next steps.	0.60
11/09/18	DSME	Telephone conference with H. Miller regarding strategy and tactics (1.1); finalize same (.4).	1.50
11/12/18	MWMO	Correspond with Holly Meyers regarding suggestions of bankruptcy.	0.20
11/12/18	JWLE	Review and revise correspondence regarding automatic stay and deductible issues.	0.10
11/12/18	JMR	Review plan.	0.10
11/12/18	DSME	Correspond with Phillip Parsons regarding next steps (.2); correspond with Haywood Miller regarding open issues (.2).	0.40
11/12/18	MDST	Correspond with V&E team and BRG regarding next steps for transaction.	0.20
11/12/18	AGAP	Draft and revise confirmation brief.	2.80
11/12/18	ZAPA	Prepare deadlines and milestones chart to analyze upcoming company requirements.	2.60
11/13/18	JWLE	Analyze plan provisions regarding treatment of insured claims	3.00

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Re: Restructuring Advice

		(.5); research related issues (.7); analyze plan issues (1.5); conference with V&E team regarding same (.3).	
11/13/18	DSME	Correspond with Peter Lewis regarding next steps (.1); telephone conference with Peter Lewis regarding same (.3); conference with Haywood Miller regarding strategy (.3); correspond with Brian Goecker regarding plan supplement (.7).	1.40
11/13/18	JCPE	Review milestones chart and related source documents (.7); correspond with Zack Paiva regarding same (.1).	0.80
11/13/18	AGAP	Draft and revise confirmation brief.	0.60
11/13/18	HSME	Review insurance provisions in the Plan (.5); correspond with Matt Moran regarding same (.3).	0.80
11/13/18	ZAPA	Revise deadlines and milestones chart.	0.50
11/14/18	PEH	Correspond with client regarding plan issues (.5); correspond with V&E team regarding plan related issues (.2).	0.70
11/14/18	MWMO	Review plan deadlines and milestones.	0.20
11/14/18	DSME	Telephone correspondence with Houlihan Lockey & BRG regarding strategy and tactics (.8); review plan and disclosure statement regarding employee issues (1.0); telephone conference with Houlihan Lockey, BRG and V&E regarding next steps and strategy (.8).	2.60
11/14/18	JCPE	Telephone conference with Caitlin Snelson regarding liens (.1); telephone conference with Andrew Geppert regarding work plan (.1); analyze precedent and strategy (1.0); correspond with Paul Heath regarding UCC (.3); telephone conference with advisors regarding background (.5).	2.00
11/14/18	MDST	Review Plan and begin research regarding employee and medical plans as executory in connection with Plan.	0.80
11/15/18	DSME	Correspond with O. Janjua regarding separation agreements (.5); correspond with V&E team and the Company regarding same (.7); review collateral review research (.8); follow-ups with V&E team regarding same (.5); review works in progress (.4); telephone conference with O. Janjua and H. Miller regarding separation and consulting agreements (.7); review critical dates list (.3); office conference with J. Peet regarding works in progress (.3); revise critical dates list (.3).	4.50
11/15/18	JCPE	Telephone conference with HL regarding material and preparation (.1); analyze case timeline and next steps (1.2); correspond with Matt Struble regarding follow-up issue (.3); correspond with Andrew Geppert regarding materials (.1); telephone conference with Peter Lewis regarding updates and	3.60

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		next steps (.2); analyze related issues and develop work plan (1.0); office conference with David Meyer regarding works in progress (.3); correspond with Zack Paiva regarding research items (.1); review CIM (.1); correspond with Andrew Geppert and Matt Struble regarding same (.2).	
11/15/18	MDST	Correspond with BRG regarding avoidance action analysis.	0.30
11/15/18	AGAP	Analyze confirmation issues (.6); review precedent 1102 orders regarding treatment of confidential information (.6); draft and revise agreed order related to same (.8).	2.00
11/16/18	PEH	Correspond with David Meyer on case status and issues.	0.30
11/16/18	DSME	Correspond with V&E team regarding next steps and strategy.	1.30
11/16/18	JCPE	Correspond with V&E team regarding next steps and strategy.	0.90
11/16/18	MJPY	Correspond with V&E team regarding chapter 11 strategy.	0.30
11/19/18	PEH	Call with David Meyer to discuss various case issues (.4); correspond with Matt Moran on confirmation (.5).	0.90
11/19/18	DSME	Call with P. Heath regarding confirmation issues.	0.40
11/20/18	PEH	Call with HL and BRG regarding financial projections for confirmation.	0.60
11/20/18	SMT	Correspond with V&E team regarding plan issues.	0.30
11/20/18	MWMO	Participate in telephone call with Houlihan regarding financial projections.	0.40
11/20/18	DSME	Telephone conference with H. Miller regarding status and updates (.8); correspond with J. Peet regarding same (.6); correspond with V&E team regarding same (.4).	1.80
11/20/18	JCPE	Review status of plan supplement documents (.3); correspond with David Meyer and Shane Tucker regarding same (.1).	0.40
11/20/18	JCPE	Prepare for and attend conference call with V&E, HL, BRG regarding projections.	0.40
11/23/18	AGAP	Draft confirmation brief.	2.30
11/25/18	JWLE	Analyze UCC issues list.	0.60
11/25/18	DSME	Review UCC issues list.	0.30
11/26/18	JCPE	Review correspondence regarding open issues (.4); correspond with V&E team regarding same (.5); correspond with V&E team regarding plan issues (.2); correspond with David Meyer to prepare for UCC call (.6); telephone	7.60

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Re: Restructuring Advice

		conference with Kilpatrick regarding next steps (.8); correspond with V&E team regarding follow-up items (.2); analyze AEP objection and related issues (.3); draft status report on formal and informal comments received (.6); correspond with Matthew Pyeatt and Jordan Leu regarding same (.2); analyze potential case issues and develop strategy to respond to same (1.4); review, analyze proposed responses to UCC issues lists (.7); revise same (.5); correspond with V&E team regarding same (.6); correspond with Peter Lewis regarding same (.4); correspond with company regarding same and next steps (.2).	
11/26/18	AGAP	Draft confirmation brief (4.1); review UCC comments to final orders and propose responses to same (.6); revise PACA order consistent with UCC comment and circulate with V&E team for review (.4).	5.10
11/27/18	PEH	Conference call with company side case professionals on status and plan work streams (.8); correspond with creditors' committee counsel on open issues and confirmation scheduling (.4); telephone conference with creditors regarding status, case issues (.3).	1.50
11/27/18	MWMO	Prepare for and participate in strategy call with Houlihan and BRG and V&E team regarding second day hearings, resolution of objections, and meeting with UCC.	1.00
11/27/18	DSME	Correspond with UCC counsel regarding next steps (.5); telephone conference with V&E, BRG and HL teams regarding UCC strategy and updates (.9); telephone conference with H. Miller regarding status (.5); correspond with P. Lewis regarding next steps (.1); office conference with J. Peet regarding follow-up workstreams (.5); correspond with P. Lewis regarding strategy and next steps (.4); telephone conference with P. Lewis regarding updates (.2).	3.10
11/27/18	JCPE	Telephone conference with V&E team, advisors regarding strategy (.9); correspond with V&E team regarding UCC issues (.2); correspond with V&E team regarding next steps (.3); telephone conference with Kilpatrick Townsend regarding case issues (.3); correspond with V&E, BRG regarding UCC issues (.9); telephone conferences with David Meyer regarding next steps (.5); telephone conference with Peter Lewis and V&E team regarding next steps (.4); correspond with BRG, V&E regarding open issues (.3).	3.80
11/27/18	MDST	Prepare for and attend conference call with Houlihan and BRG regarding strategy.	1.00
11/27/18	AGAP	Conference call with V&E, HL and BRG regarding strategy for maintaining case timeline.	0.90
11/27/18	ZAPA	Conference call with V&E, HL and BRG regarding case	0.90

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Re: Restructuring Advice

		strategy.	
11/28/18	MWMO	Prepare for and participate in telephone conference with Peter Lewis regarding next steps (.2); review information related to financial projections (.2).	0.40
11/28/18	DSME	Correspond with H. Miller regarding follow-up items (.4); correspond with P. Lewis regarding consulting agreements (.3); correspond with R. Mason regarding financial projections (.3).	1.00
11/28/18	JCPE	Correspond with David Meyer regarding case strategy and next steps.	0.80
11/29/18	MWMO	Review financial projections.	0.20
11/29/18	JWLE	Review draft financial projections.	0.10
11/29/18	DSME	Telephone conference with D. Posner regarding case background, next steps (.4); review projections (.4); analyze issues regarding same and strategy (.9).	1.70
11/29/18	EENE	Draft Notice of Filing Plan Supplement.	1.00
11/30/18	MWMO	Review plan supplement emails and documents.	0.40
11/30/18	DSME	Correspond with O. Janjua regarding hearing and next steps (.5); review plan supplement (.5); correspond with V&E team regarding same (.4); telephone conference with H. Miller regarding plan (.3).	1.70
11/30/18	MDST	Review and finalize Plan Supplement (.3); correspond with V&E team regarding same (.3).	0.60
11/30/18	AGAP	Correspond with G. Smith regarding plan supplement filing issues.	0.40
11/30/18	MJPY	Evaluate plan supplement prior to filing.	0.30

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Plan and Disclosure Statement

Initials	Name	Hours	Eff. Rate	Amount
CJDE	Christopher J. Dewar	0.50	945.00	472.50
AGAP	Andrew Geppert	14.10	625.00	8,812.50
PEH	Paul E. Heath	11.20	1050.00	11,760.00
JWLE	Jordan W. Leu	3.80	830.00	3,154.00
DSME	David S. Meyer	21.70	1110.00	24,087.00
HSME	Hollyann S. Meyers	0.80	450.00	360.00
MWMO	Matthew W. Moran	8.80	1050.00	9,240.00
EENE	Elizabeth E. Neuman	1.00	295.00	295.00
ZAPA	Zachary A. Paiva	10.50	510.00	5,355.00
JCPE	Jessica C. Peet	20.90	830.00	17,347.00
MJPY	Matthew J. Pyeatt	0.60	650.00	390.00
JMR	Jeremy M. Reichman	1.70	760.00	1,292.00
SR	Shaun A. Rogers	0.50	915.00	457.50
GSMI	Garrick C. Smith	0.10	720.00	72.00
MDST	Matthew D. Struble	2.90	535.00	1,551.50
SMT	Shane M. Tucker	0.30	1280.00	384.00
Total		99.40		85,030.00

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Client/Matter Number TAC503 64000
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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:**Re: Reporting**

Date	Initials	Description	Hours
11/09/18	PEH	E-mail with internal and client team and UST on debtor interview.	0.50
11/27/18	PEH	Correspond on debtor interview with UST (.6); correspond with V&E team regarding same (.4).	1.00
11/27/18	GSMI	Prepare initial debtor interview and related forms and documents for the U.S. Trustee.	2.30
11/27/18	MJPY	Prepare materials for initial debtor interview.	1.10
11/28/18	MWMO	Review UST comments on retention application motions.	0.20
11/28/18	GSMI	Prepare for initial debtor meeting with the U.S. Trustee (2.1); coordinate execution of forms and documents with BRG and the Company (1.4); attend initial debtor meeting with the U.S. Trustee's office (1.7).	5.20
11/28/18	DSME	Review materials for initial debtor interview.	0.20

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 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Reporting

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	1.50	1050.00	1,575.00
DSME	David S. Meyer	0.20	1110.00	222.00
MWMO	Matthew W. Moran	0.20	1050.00	210.00
MJPY	Matthew J. Pyeatt	1.10	650.00	715.00
GSMI	Garrick C. Smith	7.50	720.00	5,400.00
Total		10.50		8,122.00

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Client/Matter Number TAC503 64000
Invoice Number 25609333
Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through November 30, 2018:

Re: Tax

Date	Initials	Description	Hours
11/27/18	MDST	Review objections and tax statutes (.5); conference calls with Tara LeDay and Laurie Spindler regarding taxing authority objections to DIP (.6).	1.10
11/27/18	AGAP	Correspond with M. Struble regarding taxes issue.	0.20

I.R.S. NO. 74-1183015

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Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Tax

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	0.20	625.00	125.00
MDST	Matthew D. Struble	1.10	535.00	588.50
Total		1.30		713.50

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Re: Restructuring Advice

Fees for services posted through November 30, 2018:

Re: Valuation

Date	Initials	Description	Hours
11/26/18	DSME	Telephone conference with A. Dunayer regarding valuation.	0.50
11/26/18	JCPE	Telephone conference with Haywood Miller regarding projections.	0.10

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Re: Restructuring Advice

Summary of services - Valuation

Initials	Name	Hours	Eff. Rate	Amount
DSME	David S. Meyer	0.50	1110.00	555.00
JCPE	Jessica C. Peet	0.10	830.00	83.00
Total		0.60		638.00

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Invoice

February 14, 2019

Taco Bueno Restaurants, L.P.
 300 E. John Carpenter Freeway, Suite 800
 Irving, TX 75062

Client/Matter Number TAC503 64000
Invoice Number 25609337
Billing Attorney David S. Meyer

This invoice has been forwarded via e-mail to:
 pparsons@tacobueno.com
A copy of this invoice has been forwarded to:
 dmeyer@velaw.com

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Assumption and Rejection of Leases and Contracts**

Date	Initials	Description	Hours
12/01/18	MWMO	Review correspondence regarding lease rejections.	0.20
12/01/18	SR	Correspond with V&E team regarding Lease Amendments.	0.50
12/01/18	GSMI	Review and revise rejection and assumption lists for discussing with landlord counsel based on internal Company review (.6); email landlord counsel related to cure proposals and additional internal review to confirm numbers for cure amounts (1.1); draft rejection notices and related documents for discussion and review by the Company and BRG (1.2).	2.90
12/01/18	JCPE	Review and revise lease rejections (.6); correspond with Garrick Smith regarding same (.4); review JLL correspondence regarding finalization of contract lists (.3); correspond with Matt Moran, David Meyer regarding same (.3).	1.60
12/01/18	MJPY	Correspond with creditors regarding lease-rejection issues (.2); correspond with Garrick Smith regarding same (.1).	0.30
12/02/18	SR	Correspond with V&E team regarding Lease Amendments (.3); review drafts of same (.7); correspond with P.J. Tatum regarding same (.2).	1.20
12/02/18	PJTA	Review and revise amendment for store number 3005 (.4); review and revise amendment for store number 3046 (.6); draft amendment for store number 3147 (1.3).	2.30
12/02/18	AGAP	Draft and revise notice of proposed cure amounts (.7); circulate same with J. Peet for review (.1).	0.80
12/03/18	MWMO	Review correspondence regarding assumption and rejection issues.	0.30
12/03/18	SR	Correspond with V&E team regarding Lease Amendments (.4); correspond with P.J. Tatum regarding same (.5); review drafts of same (.8); prepare inserts for same (.4).	2.10
12/03/18	GSMI	Draft notice of lease rejections (1.9); revise lease rejection list	7.60

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Re: Restructuring Advice

		based on comments from the Company, BRG, and JLL (2.1); call with JLL, BRG, and the Company regarding lease rejection and assumption issues (.8); prepare for and call with David Meyer regarding lease rejection list (.7); finalize lease rejection list and notice for all notice parties and landlords (1.2); coordinate service for lease rejections to landlords and related parties (.9).	
12/03/18	DSME	Telephone conference with G. Smith regarding sublease analysis and follow-up questions (.5); telephone conference with company and JLL team regarding same (.5).	1.00
12/03/18	JCPE	Correspond with G. Smith regarding rejection filings (.5); analyze issues regarding same (.4); attend telephone conference with JLL, HL, BRG, V&E, Taco Bueno and Taco Supremo regarding lease issues (.5).	1.40
12/03/18	PJTA	Email with D. Meyer regarding lease amendments (.2); review and revise amendment for store number 3224 (.8); correspond with Frederic David regarding landlord executed amendments (.2); email with JLL regarding landlord comments to amendment for store number 3005 (.4); review landlord comments to amendment for store number 3046 and revise same (.3); review and revise amendment for store number 3005 (.6); call with Company, JLL and Taco Supremo team regarding rejection list and individual landlord negotiations (1.7); review landlord comments to headquarters sublease amendment and revise same (.5); review landlord comments to amendment to store number 3102 lease and draft list of business questions to circulate to Company (.7); draft amendment for store number 3201 (.9).	6.30
12/03/18	ZAPA	Summarize JLL fee calculation for rejected leases and lease status (.4); attend call with Company and JLL to discuss lease rejection notice (1.0); correspond with G. Smith to discuss lease rejection notice (.2).	1.60
12/04/18	MWMO	Participate in call regarding lease amendments (.4); review correspondence regarding lease rejections and 502(b)(6) calculations (.2); review cure notice and chart of cure amounts (.2).	0.80
12/04/18	SR	Correspond with P. Tatum regarding Lease Amendments (.5); review drafts of same (2.7); correspond with D. Meyer, J. Peet and P. Tatum regarding same (.5).	3.70
12/04/18	GSMI	Review and revise proposed second notice for rejection of unexpired leases in consultation with the Company, BRG, and JLL (3.2); correspond regarding lease rejections with Company, BRG, and JLL (2.3); draft and revise notice of lease rejection with related exhibits for filing with the bankruptcy court (2.2).	7.70

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12/04/18	DSME	Correspond with real estate group regarding lease amendments modifications (.2); telephone conference with V&E team regarding lease amendments/process (.4); telephone conference with Company and JLL regarding assumption strategies (2.3).	2.90
12/04/18	JCPE	Review cure filing (.2); correspond with BRG regarding same (.1); correspond with company, BRG, V&E team regarding same (.2); revise notice (.2); correspond with E. Neuman regarding same (.1); correspond with V&E team regarding retained causes of action (.1); revise same (.2); correspond with A. Geppert regarding cure notice (.2); review final rejection notice for filing (.2); attend telephone conference with JLL, HL, BRG, V&E, Taco Bueno and Taco Supremo regarding lease issues (.3); review and revise log (.3).	2.10
12/04/18	PJTA	Review comments to Company's list of items to include in lease proposal (.4); call with S. Rogers related to same (.3); correspond with Company and JLL regarding landlord comments to 3224 amendment (4.0); call with Company regarding landlord comments to 3102 amendment (.1); review and revise amendment for store number 3224 (.2); review and revise amendment for store number 3102 (.2); call with V&E team regarding LL executed amendments (.4); correspond with S. Rogers regarding JLL question (.1); review and revise amendment to headquarters sublease (.3); call with Company, JLL and Taco Supremo teams regarding lease rejection list (.3); review and revise amendment to store number 3155 (.6); review lease documents for store number 3048 (.1); draft chart listing savings of same (.4); draft amendment for store number 3157 (.4).	7.80
12/04/18	AGAP	Review schedule of assumed contracts (.3); draft and revise notice of proposed cure amounts and revise schedule to same (1.3); correspond with BRG regarding calculation of proposed cured amounts (.5); revise notice consistent with revised schedule and circulate with V&E team for review (.4); file same (.3).	2.80
12/04/18	MJPY	Correspond with V&E team regarding lease rejection issues.	0.30
12/04/18	ZAPA	Analyze lease amendment and JLL issues (.5); attend conference call with JLL to discuss assumption and rejection of leases (.5).	1.00
12/05/18	SR	Review draft Lease Amendments (1.0); prepare and conference with P. Tatum regarding same (.5); correspond with V&E team and landlord regarding VEREIT lease assignments and amendments (1.0).	2.50
12/05/18	GSMI	Review rejection and assumption lists for updates and revisions based on Company's analysis (1.7); calls with JLL,	6.70

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Re: Restructuring Advice

		BRG, and the Company regarding lease negotiations with Lessors and updated rejection lists (2.4); correspond regarding rejection procedures with BRG and V&E team for additional potential rejections and related issues (.8); calls with landlords regarding cure amounts and lease assumption issues in the bankruptcy case (1.8).	
12/05/18	JCPE	Review and analyze summary of amendments from P.J. Tatum (.4); attend telephone conference with JLL, HL, BRG, V&E, Taco Bueno and Taco Supremo regarding lease issues (.4).	0.80
12/05/18	PJTA	Correspond with Shaun Rogers regarding VEREIT Lease Amendment and subleases (.3); correspond with Shaun Rogers regarding JLL fee (.3); review and revise amendment to store number 3157 (.4); draft first amendment to VEREIT Lease (1.4); draft first amendment to lease for store number 3156 (.7); draft first amendment to lease for store number 3154 (.6); email with Robert Clark regarding questions to amendment for store number 3157 (.2); review lease documents for store number 3002 to summarize potential savings resulting from new amendment (.5); review lease documents for store number 3003 to summarize potential savings resulting from new amendment (.6); review lease documents for store number 3049 to summarize potential savings resulting from new amendment (.6); review lease documents for store number 3007 to summarize potential savings resulting from new amendment (.7); conference call with Taco Bueno, JLL and Taco Supremo team regarding status of individual landlord negotiations (.3); review lease documents for store number 3081 to summarize potential savings resulting from new amendment (.7).	7.30
12/05/18	MJPY	Conference call with JLL regarding lease issues (.3); analyze matter correspondence regarding lease issues (.3).	0.60
12/05/18	ZAPA	Conference call with V&E team to discuss lease assumption and rejection.	0.20
12/06/18	MWMO	Analyze lease rejection damages (.3); correspond with Jordan Leu regarding same (.2).	0.50
12/06/18	SR	Correspond with V&E team regarding VEREIT Amendments (.3); review drafts of Amendments (.5).	0.80
12/06/18	JWLE	Correspond with BRG regarding lease rejection issues (.2); correspond with V&E team regarding same (.2); correspond with Jessica Peet regarding lease rejection issues (.2).	0.60
12/06/18	GSMI	Review revised rejection and assumption list based on Company, JLL, and BRG revisions and comments (1.3); correspond with landlords regarding assumption and cure process (2.5); correspond regarding assumption and cure	4.70

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issues with Philip Parsons, BRG, and JLL (.9).

12/06/18	DSME	Telephone conference with JLL and Company regarding lease issues.	0.40
12/06/18	JCPE	Correspond with Jordan Leu regarding contract rejection (.2); analyze next steps (.6); prepare for and attend conference call with JLL, HL, BRG, V&E, TB, and TS regarding lease portfolio (.5).	1.30
12/06/18	PJTA	Review and revise amendments to VEREIT leases (.7); review and revise amendment to headquarters sublease agreement (.3); draft amendment to store number 3189 (.8); review lease documents for store number 3099 to summarize potential savings resulting from new amendment (.6); review lease documents for store number 3134 to summarize potential savings resulting from new amendment (.5); call with Taco Bueno, JLL and Taco Supremo teams regarding landlord negotiations (.6); review and revise amendment for store number 3201 (.3); review and revise amendment for store number 3189 (.3); review terms for amending lease (.5).	4.60
12/06/18	MJPY	Conference call with JLL TS, client and advisors regarding landlord issues.	0.30
12/06/18	ZAPA	Conference call with V&E team, BRG, HL, JLL, Taco Supremo and Taco Bueno to discuss assumption and rejection.	0.30
12/07/18	SR	Review comments to Lease Amendments received from landlords (.3); correspondence regarding same (.3); conferences with P.J. Tatum regarding same (.5); review drafts of revised Lease Amendments (.7); status call with V&E team regarding lease amendments (1).	2.80
12/07/18	GSMI	Calls with landlord counsel regarding cure amounts and issues related to assumption of individual leases (1.5); review cure proposals and consult with the BRG team and JLL regarding latest updates or changes (1.2); prepare for and attend call with JLL, the Company, and BRG related to lease rejection issues and lessor negotiations (.9); email regarding updated rejection list for unexpired leases and related discussion (.9).	4.50
12/07/18	DSME	Telephone conference with JLL and company regarding assumption issues (.8); review contract assumption schedules (1.1); correspond with H. Miller regarding open assumption issues (.6).	2.50
12/07/18	JCPE	Analyze JLL documents related to status of lease negotiations (.8); correspond with Andrew Geppert regarding same (.4); telephone conference with Garrick Smith and Kutak Rock regarding lease issue (.4); correspond with Garrick Smith and	3.60

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		JLL regarding follow-up items (.5); analyze lease rejection and assumption filings (.6); attend portion of conference call with JLL, BRG, HL, Taco Bueno and Taco Supremo regarding lease negotiations (.5); correspond with V&E team regarding assumption schedule (.4).	
12/07/18	PJTA	Review Landlord comments to amendment for store number 3148 (.3); draft email to Philip Parsons listing business questions for said amendment (.2); review and revise said amendment to store number 3148 (.4); call with Zack Paiva regarding summaries of LL executed amendments (.2); review lease and draft form of amendment to lease (1.9); review LL comments to amendment for store number 3224 and revise same (.6); review LL comments to amendment for store number 3102 and email correspondence with Philip Parsons and Mark Richardson regarding said LL comments (.6); call with Taco Bueno, JLL and Taco Supremo teams regarding landlord negotiations (.9); review and revise amendment for store number 3224 (.4); review VEREIT comments to Lease amendment and draft list of business questions (.3); conference with Shaun Rogers regarding lease issues (.5).	6.30
12/07/18	AGAP	Review organizational document revisions and correspond with Taco Supremo's counsel regarding same (1.2); correspond with V&E team regarding supplemental list of assumed contracts and leases (.7); correspond and conference with BRG regarding same (.6); correspond with J. Peet regarding same (.4); draft and revise third plan supplement (.6); file third plan supplement (.3).	3.80
12/07/18	MJPY	Correspond with counsel to landlords regarding lease-assumption issues.	0.30
12/07/18	ZAPA	Review lease agreement amendments and modify savings for leases as amended (4.4); prepare for and call with P.J. Tatum to discuss lease amendments (.3); call with client, buyer, advisors to discuss assumption and rejection (.9).	5.60
12/08/18	MWMO	Review correspondence regarding lease rejections.	0.10
12/08/18	JWLE	Revise spreadsheet estimating rejection damages (.9); correspondence with V&E team regarding same (.2).	1.10
12/08/18	MJPY	Correspond with BRG regarding lease issues.	0.10
12/08/18	ZAPA	Review lease agreement amendments (.8); modify savings for leases as amended (1.2).	2.00
12/09/18	GSMI	Review and respond to landlord comments and objections related to lease rejections (.8); review diligence from the Company regarding disputed cure amounts associated with assumed leases (1.1); revise rejection list for discussion with JLL, BRG, and the Company (.9).	2.80

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12/09/18	PJTA	Draft lease form for ground leased properties removed from primary lease.	2.90
12/09/18	MJPY	Correspond with V&E team regarding lease issues.	0.20
12/09/18	ZAPA	Review lease agreement amendments (.7); summarize savings for leases as amended (.4).	1.10
12/10/18	SR	Correspond with V&E team regarding Lease Amendments (.5); review draft of primary Lease Amendment for US Realty (1.3); review drafts of Lease Amendments (1.0); correspond with P.J. Tatum regarding same (.3).	3.10
12/10/18	JWLE	Correspond with V&E team regarding lease rejection issues (.2); review lease assumption schedule (.2).	0.40
12/10/18	GSMI	Correspond with lease and contract counter-parties regarding objections and comments to the chapter 11 plan and lease rejections and assumptions.	2.90
12/10/18	DSME	Telephone conference with JLL and company on lease issues (.7); correspond with P. Heath regarding lease issues and strategy (.2).	0.90
12/10/18	JCPE	Analyze lease and contract schedule issues (.5); correspond with Jordan Leu, Garrick Smith, and Andrew Geppert regarding same (.1); telephone conference with V&E team regarding same (.4); review VEREIT lease comments (.2); correspond with V&E team regarding same (.1); conference call with Taco Bueno, Taco Bueno's advisors, Taco Supremo regarding lease negotiations (.6); telephone conference with landlord regarding cure claim (.1); correspond with BRG team regarding same (.2); analyze assumption issues (.8); correspond with BRG regarding same (.1).	3.10
12/10/18	PJTA	Review and revise lease form for ground leased properties removed from primary lease (1.6); draft amendment for store number 3218 (.9); draft amendment for store number 3081 (.7); review and revise amendment to store number 3102 (.4); call with Philip Parsons and Mark Richardson regarding VEREIT's comments to first amendment to primary lease (.6); review and revise said first amendment to primary lease with VEREIT (.7); review and revise amendment for store number 3180 (.3); call with Taco Bueno, JLL and Taco Supremo teams regarding landlord negotiations (.5); review and revise amendment for store number 3147 (.3).	6.00
12/11/18	MWMO	Review email correspondence regarding cure amounts and lease rejection damages.	0.20
12/11/18	SR	Correspond with JLL regarding Lease Amendments (.5); review drafts of same (.8); conference call with JLL, client and	2.00

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		TS regarding leases (.7).	
12/11/18	JWLE	Consider issues related to 502b6 analysis (.4); correspond with BRG regarding same (.1); confer with Aldo Dianderas regarding same (.2).	0.70
12/11/18	GSMI	Prepare for and calls with JLL, BRG, and the Company regarding assumption and rejection list updates and lease negotiations (1.1); review cure amounts lease related issues for assumption with BRG (1.3); email with JLL regarding final assumption determinations and open landlord lease questions for resolution before confirmation (.7); correspond with counsel for contract counterparties regarding cure proposals and timing for assumption or rejection determinations (.8).	3.90
12/11/18	DSME	Attend conference call with JLL, Taco Bueno, V&E, HL, BRG, Taco Supremo regarding lease negotiations.	0.70
12/11/18	JCPE	Attend portion of conference call with JLL, Taco Bueno, V&E, HL, BRG, Taco Supremo regarding lease negotiations (.5); correspond with P.J. Tatum regarding lease language change (.2); correspond with contract counterparties regarding cure amounts (.4); correspond with ARC regarding lease negotiations update (.3); correspond with JLL regarding same (.1); correspond with Jordan Leu regarding damages claims (.2); correspond with Garrick Smith regarding landlord issue (.1); correspond with V&E team regarding assumption issue (.3); analyze contract issues (.4).	2.50
12/11/18	PJTA	Review and revise lease form for ground leased properties removed from primary lease (1.4); review and revise amendment for store number 3228 (.5); email correspondence regarding comments to amendment to store 3148 (.3); review and summarize amendment for store number 3005 to assist in determining amounts owed in connection with JLL fee (.6); review and summarize amendment for store number 3063 (.5); review and summarize amendment for store number 3188 (.6); review and summarize amendment for store number 3163 (.5); review and summarize amendment for store number 3189 (.6); review and summarize amendment for store number 3224 (.5); review and summarize amendment for store number 3147 (.4); review and summarize amendment for store number 3201 (.4); attend portion of call with Taco Bueno, JLL, and Taco Supremo teams regarding individual Landlord negotiations and landlord negotiations (.6); call with Jim Gordon regarding store number 3189 being included in schedule of assumed contracts (.2).	7.10
12/11/18	AGAP	Correspond with J. Peet regarding vendor contracts.	0.40
12/11/18	MJPY	Correspond with multiple lessors regarding assumption, rejection, and cure issues (1.30); correspond with Jessica	2.40

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		Peet and P.J. Tatum regarding same (.6); correspond with BRG and JLL team regarding support for same (.50).	
12/11/18	ZAPA	Attend portion of conference call with V&E team, Taco Bueno and Taco Supremo regarding assumption and rejection, lease negotiations.	0.50
12/12/18	MWMO	Review correspondence regarding limited confirmation objection of National Retail Properties and related correspondence regarding cure amounts.	0.10
12/12/18	SR	Review form of Amendment to Primary Leases (1.0); correspond with P.J. Tatum regarding same (.4).	1.40
12/12/18	JWLE	Review lease assumption schedule and #3137 leases (.2); correspond with Mac Finlayson regarding same (.2); correspond with BRG regarding 502(b)(6) analysis (.1).	0.50
12/12/18	JCPE	Review summary from JLL regarding lease status (.4); correspond with JLL team regarding same (.1); conference call with JLL, HL, BRG, Taco Bueno, Taco Supremo regarding lease negotiations (.4); correspond with BRG regarding lease schedule (.2); correspond with Matt Struble regarding contract issue (.2).	1.30
12/12/18	PJTA	Correspond with VEREIT regarding revised draft to VEREIT lease (.2); email with Mark Richardson and Philip Parsons regarding comments to store number 3102 (.2); review and revise US Realty Lease Amendment form (.4); email with Philip Parsons regarding amendments to TABU II and TABU IV leases (.2); call with Taco Bueno, JLL, and Taco Supremo teams regarding individual landlord negotiations and landlord negotiations (.4); review and summarize amendment for store number 3180 for purposes of JLL engagement fee calculation (.6); review and summarize amendment for store number 3102 (.5).	2.50
12/12/18	MJPY	Correspond with landlord for Enid, Oklahoma lease regarding rejection issues (.4); correspond with National Retail counsel regarding assumption, rejection, and cure amount issues (.4); evaluate proposed cure amount issues (.3); correspond with Jessica Peet regarding draft Declaration of Haywood Miller (.1).	1.20
12/13/18	SR	Correspond with P.J. Tatum regarding form of Lease Amendment (.5); correspond with JLL regarding same (.3); correspond with VEREIT counsel regarding VEREIT Amendments (.5).	1.30
12/13/18	PJTA	Review and revise lease form for individual ground leases (.5); review and revise amendment to lease form (.4); review landlord comments to amendment for store number 3157 (.3); draft amendment to Spirit lease (1.2); correspond with Shaun	5.50

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Re: Restructuring Advice

		Rogers regarding form of Lease Agreement (.5); call with JLL team regarding landlord negotiations (.4); review Landlord comments to amendment for store number 3228 (.3); call with Mark Richardson regarding Spirit primary Lease and individual lease terms (.3); draft amendment to lease for store number 3160 (.7); draft amendment to lease for store number 3158 (.5); draft amendment to lease for store number 3160 (.4).	
12/13/18	MJPY	Correspond with counsel to multiple contract counterparties and landlords regarding assumption and rejection issues (.7); correspond with V&E team regarding same (.2); conference call with landlord and JLL regarding next steps (.2).	1.10
12/14/18	SR	Correspond with VEREIT's counsel regarding VEREIT Amendments (.3); review revised drafts of Primary Lease Amendments (1.5); correspond with P.J. Tatum regarding same (.6); conference call with JLL, Taco Bueno, Taco Supremo, and advisors regarding lease negotiations (1.3).	3.70
12/14/18	JCPE	Attend portion of conference call with company, company advisors, Taco Supremo regarding lease negotiations.	0.50
12/14/18	PJTA	Review and revise amendment for store number 3157 (.6); review and revise amendment for store number 3228 (.2); review and revise amendment for store number 3218 (.3); review and revise amendment to Spirit Lease (.6); review and revise amendment to VEREIT lease (.3); review and summarize amendment for store number 3157 for purposes of calculating JLL engagement fee (.4); conference call with Taco Bueno, JLL, and Sun Holdings teams regarding landlord negotiations (1.3); correspond with Jay Wu regarding cure amounts for VEREIT stores (.3); correspond with Lisa Peters, counsel for VEREIT, regarding breakdown of November stub rent (.2).	4.20
12/14/18	AGAP	Circulate updated schedule of assumed contracts and leases with the Company and BRG for final approval (.2); circulate same with Taco Supremo for review (.2); correspond with BRG regarding ground leases and assumption of same (.6).	1.00
12/14/18	MJPY	Participate in portion of conference call with Taco Bueno, Taco Supremo, and advisors regarding lease strategy (.5); correspond with counsel for multiple landlords regarding assumption and rejection issues (.4).	0.90
12/16/18	SR	Correspond with JLL and P.J. Tatum regarding VEREIT Amendments (.6); correspond with V&E team regarding US Realty Lease strategy (.4).	1.00
12/16/18	PJTA	Correspond with Heather Fox regarding comments to primary lease amendment and cure amounts (.6); email with Shaun Rogers regarding ADA indemnification in amendment form	1.20

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		(.2); email with Philip Parsons regarding comments to primary lease amendment (.2); email with Jay Wu regarding cure amounts for VEREIT stores (.2).	
12/17/18	SR	Correspond with JLL, Company & V&E regarding Lease Amendments (1.0); conference call with Taco Bueno, Taco Supremo, and advisors regarding lease negotiations status (.6); correspond with P.J. Tatum regarding Primary Lease negotiations (.2).	1.80
12/17/18	GSMI	Call with JLL, BRG, and the Company regarding lease negotiations and updates on rejection issues (.6); email with BRG and the Company confirming rejection list and questions regarding cure amounts for assumed contracts and leases (1.5); review cure amounts and confirm with landlord counsel for resolution of discrepancies (1.3); calls with landlords and the Company to resolve cure objections and confirm amounts owed (.7).	4.10
12/17/18	JCPE	Conference call with Taco Bueno, company advisors, Taco Supremo regarding lease negotiations.	0.60
12/17/18	PJTA	Review and revise amendment for store number 3228 (.3); review and revise Spirit primary lease amendment (.3); email with Mark Richardson regarding Spirit amendments (.2); review comments to amendment for store number 3228 (.2); draft summary of said amendment for store number 3228 for purposes of calculating JLL engagement fee (.5); call with Taco Bueno, JLL and Taco Supremo teams regarding landlord negotiations (.6); review Landlord comments to First Amendment to Lease, amendment for store number 3154 and amendment for store number 3156 and revise same (.9).	3.00
12/18/18	SR	Correspond with JLL regarding lease Amendments (.6); review drafts of same (1.0); conference call with advisors to the company, company and Taco Supremo regarding lease status (1.0); correspond with JLL regarding Spirit Amendment (.2); correspond with P.J. Tatum regarding same (.2).	3.00
12/18/18	DSME	Conference call with Taco Bueno, JLL and Taco Supremo teams regarding individual landlord and primary landlord negotiations.	0.80
12/18/18	PJTA	Review and revise lease amendment with Spirit (.7); correspond with JLL regarding assumption and cure for store number 3218 (.3); review sublease assumption language and provide comments thereto (.2); review comments to spirit primary lease amendment from Mark Richardson (.2); conference call with Taco Bueno, JLL and Taco Supremo teams regarding individual landlord and landlord negotiations (.8); review and revise amendment for store number 3144 (.5); review and revise amendment for store number 3158 (.4); review and revise amendment for store number 3160	4.40

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		(.4); review and revise amendment for store number 3156 (.4); correspond with Mark Richardson regarding comments to Spirit lease amendment (.3); correspond with Ryan Phelps regarding tenant entity entering into new lease with Spirit for converted stores (.2).	
12/18/18	MJPY	Analyze Spirit cure amount issues (.9); attend call with counsel regarding same (.4).	1.30
12/19/18	SR	Correspond with JLL regarding Primary Lease Amendments (.5); conference call with JLL regarding same (.5); review US Realty Amendments (.6); prepare inserts for same (.4).	2.00
12/19/18	PJTA	Email with Tom Mullaney regarding execution of amendment for store number 3218 (.2); email with Mark Chevalier, counsel to Landlord for store number 3218, regarding execution of said amendment (.3); call with Taco Bueno, JLL and Taco Supremo teams regarding negotiations (.4); review and revise TABU II primary lease amendment (1.3); review and revise TABU III primary lease amendment (1.1).	3.30
12/20/18	MWMO	Review JLL memorandum regarding effective date concerns and timing of negotiations with landlords.	0.20
12/20/18	SR	Correspond with V&E team regarding lease amendments (.6); correspond with P.J. Tatum regarding same (.4).	1.00
12/20/18	GSMI	Correspond with landlord parties regarding rejection and assumption issues and timing for the effective date (1.1); calls with JLL, BRG, and the Company regarding lease negotiations and updates (.6); review lease negotiation updates (.5); correspond with V&E team and other professionals of the Debtors regarding same (.3).	2.50
12/20/18	PJTA	Review and revise TABU III and TABU II primary lease amendments (.7); draft Kamin lease amendment (1.4); call with Andy Couch regarding same (.2); review and revise individual lease form of US Realty and Kamin ground leased properties (.5).	2.80
12/20/18	MJPY	Correspond with JLL team regarding Spirit lease assumption issues (.3); communications with Spirit counsel regarding same (.2); correspond with V&E team regarding same (.2).	0.70
12/21/18	MWMO	Conference with Jeremy Reichman regarding negotiation of transition agreement.	0.10
12/21/18	JMR	Conference with M. Moran regarding Pepsi transition agreement.	0.10
12/21/18	GSMI	Review lease amendments and status of negotiations with lessors (.7); calls with JLL, BRG, and the Company regarding lease negotiations and closing rejected stores (.9);	2.80

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		correspond with BRG and V&E team related to landlord negotiations and lease rejections and cures for assumptions (.6); call with V&E team regarding lease updates and ongoing negotiations for the effective date (.6).	
12/21/18	PJTA	Correspond with Tom Mullaney regarding execution of amendment for store number 3218 (.2); call with V&E team regarding lease issues (.6).	0.80
12/21/18	MJPY	Telephone conference with Spirit counsel regarding lease-assumption matters and cure amounts (.4); correspond with V&E team regarding same (.3); correspond with JLL team regarding same (.4); correspond with BRG team regarding cure amounts (.2); analyze same (.2).	1.50
12/23/18	SR	Correspond with V&E team regarding leases (.3); review and comment on memorandum received from US Realty (.3).	0.60
12/24/18	SR	Correspond with V&E team regarding leases (.5); review additional comments received from US Realty (.3).	0.80
12/25/18	JMR	Review and analyze contracts for purposes of negotiating transition agreement.	1.10
12/26/18	SR	Correspond with V&E team regarding lease amendments (.5); correspond with PJ Tatum regarding same (.5).	1.00
12/26/18	GSMI	Correspond with JLL, BRG, and the V&E team regarding lease negotiations and open issues with Spirit, Kamin, and U.S. Realty (1.4); review and revise proposed stipulations (1.8); review U.S. Realty assumption proposals and stipulation issues (.7); conference with V&E team regarding additional lease assumption issues for the Effective Date (.8).	4.70
12/26/18	DSME	Correspond with JLL team regarding lease amendments and closing issues/instructions.	0.70
12/26/18	PJTA	Review LL comments to Primary Lease Amendment (.6); review and revise TABU II and TABU III Primary Lease Amendments (.9); review LL comments to individual lease form for ground leased properties (.6); review and revise individual lease form for ground leased properties (.5); draft individual lease for store number 3001 (.5); draft individual lease for store number 3058 (.8); draft individual lease for store number 3119 (.7); draft individual lease for store number 3057 (.9).	5.50
12/27/18	MWMO	Conference with Jeremy Reichman regarding issues related to contract and transition services related to same.	0.20
12/27/18	SR	Correspond with V&E team regarding lease amendments (.3); review comments received from Spirit (.3); correspond with Peter Lewis regarding status of Lease documents (.2);	1.00

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		conference with PJ Tatum regarding leases (.2).	
12/27/18	JMR	Conference with M. Moran regarding contract (.2); analyze issues related to assumption or rejection of contracts (.6).	0.80
12/27/18	GSMI	Draft and revise stipulation with U.S. Realty related to primary lease negotiations (.8); discuss U.S. Realty negotiations and lease assumption issues with the V&E team (1.3); coordinate with counsel for U.S. Realty regarding the Effective Date (.5); review Kamin draft stipulation and issues (.6); correspond with V&E team regarding lease assumption issues and status (.5).	3.70
12/27/18	DSME	Review and finalize lease amendments.	0.90
12/27/18	PJTA	Review comments to Cedar Hill Amendment from Spirit's counsel (.2); draft list of business questions related to same (.5); correspond with Peter Lewis regarding lease amendments (.7); review and revise TABU II and TABU III primary lease amendments (.5); circulate same to David Ledy for execution (.7); conference with S. Rogers regarding leases (.2).	2.80
12/28/18	MWMO	Analyze issues related to contract (.7); review update on discussions and negotiations with landlords (.1).	0.80
12/28/18	SR	Correspond with V&E team regarding status of emergence (.5); telephone conference with V&E team regarding same (.5); review Spirit Disbursement Agreement (.5). provide comments to same (.4); correspond with PJ Tatum regarding same (.1); review Spirit Cedar Hill Lease Amendments (.4); correspond with PJ Tatum regarding same (.1); correspond regarding Kamin Lease Amendment comments (.5).	3.00
12/28/18	JMR	Correspond with Matt Moran regarding contract (.3); correspond with Taco Supremo regarding same (.2).	0.50
12/28/18	PJTA	Call with Philip Parsons, Andy Couch and Mark Richardson regarding status of lease documents (.6); review and revise amendment for store number 3158 (.8); review and revise Landlord contribution agreement related to said amendment for store number 3158 (1.2); correspond with Garrick Smith and Jay Wu regarding Spirit cure amounts (.5); email with Scott Lawrence, Tenant's counsel, regarding comments to Spirit primary lease amendment (.3); correspond with Robert Lang regarding comments to Kamin amendment (.4); review comments to said Kamin amendment and revise amendment (1.1); correspond with S. Rogers regarding same (.2).	5.10
12/29/18	MWMO	Review correspondence regarding negotiations with landlord.	0.20
12/29/18	SR	Review drafts of Stipulation Agreement for US Realty (.3); correspond with V&E team regarding same (.1); correspond with JLL and buyer regarding Primary Lease Amendments	1.00

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		(.6).	
12/29/18	PJTA	Review and comment on US Realty stipulation.	0.60
12/30/18	SR	Correspond with V&E team regarding Kamin Amendments (.5); correspond with V&E team regarding Spirit Amendments (.5).	1.00
12/30/18	PJTA	Correspond with V&E team regarding status of Spirit amendment.	0.30
12/31/18	MWMO	Review correspondence regarding Spirit lease and lender approvals (.2); review stipulation with US Realty (.2); correspond with Jeremy Reichman regarding Pepsi contract (.5); review correspondence regarding US Realty stipulation (.2); review correspondence regarding sources and uses (.1).	1.20
12/31/18	SR	Correspond with V&E team regarding Primary Lease Amendments (1.5); correspond with V&E Team regarding status of emergence (.5).	2.00
12/31/18	JWLE	Review plan and confirmation provisions regarding assumption and rejection of contracts (.1); correspond with Matt Moran and Jeremy Reichman regarding same (.1).	0.20
12/31/18	JMR	Correspond with Matt Moran regarding contract (.4); correspond with client regarding same (.5); analyze issues regarding same (.5); correspond with Jordan Leu regarding same (.1).	1.50
12/31/18	GSMI	Revise and finalize U.S. Realty stipulation agreement based on comments from U.S. Realty's counsel (2.6); correspond regarding U.S. Realty and Kamin stipulation and lease negotiations with V&E team and lessor's counsel (.6); draft Kamin stipulation for primary lease prior to Effective Date (1.2).	4.40
12/31/18	PJTA	Correspond with Garrick Smith regarding Kamin lease (.3); correspond with David Meyer regarding effective date of plan and signature pages for amendment documents (.2); review executed signature pages from Philip Parsons (.4).	0.90
12/31/18	MJPY	Review and revise stipulations with U.S. Realty and Kamin (2.1); correspond with V&E team regarding same (.3); correspond with outside counsel regarding same (.5); correspond with V&E team regarding Spirit lease amendment issues (.3); conference call with Spirit counsel regarding same (.4).	3.60

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Re: Restructuring Advice

Summary of services - Assumption and Rejection of Leases and Contracts

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	8.80	625.00	5,500.00
JWLE	Jordan W. Leu	3.50	830.00	2,905.00
DSME	David S. Meyer	10.80	1110.00	11,988.00
MWMO	Matthew W. Moran	4.90	1050.00	5,145.00
ZAPA	Zachary A. Paiva	12.30	510.00	6,273.00
JCPE	Jessica C. Peet	18.80	830.00	15,604.00
MJPY	Matthew J. Pyeatt	14.80	650.00	9,620.00
JMR	Jeremy M. Reichman	4.00	760.00	3,040.00
SR	Shaun A. Rogers	44.30	915.00	40,534.50
GSMI	Garrick C. Smith	65.90	720.00	47,448.00
PJTA	Patrick J. Tatum	93.50	625.00	58,437.50
Total		281.60		206,495.00

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Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Business Operations**

Date	Initials	Description	Hours
12/03/18	JCPE	Correspond with Company regarding vendor discussion.	0.10
12/04/18	JCPE	Correspond with Haywood Miller regarding vendor issue (.1); analyze related issues (.3); telephone conference with A. Silva regarding vendor issue (.1); correspond with same regarding follow-up items (.2); correspond with BRG regarding same (.2).	0.90
12/06/18	JCPE	Correspond with BRG team regarding vendor issue (.3); analyze and develop strategy to address same (.6); correspond with company regarding vendor question (.2).	1.10
12/10/18	JCPE	Review correspondence regarding utilities issue (.2); correspond with Matthew Pyeatt regarding same (.1).	0.30
12/11/18	JCPE	Telephone conference with V&E, Taco Bueno regarding business issues.	0.60
12/11/18	MJPY	Correspond with client regarding Windstream utility.	0.40
12/12/18	MDST	Call with Philip Parsons regarding SageNet (.2); analyze issues discussed on call (.1); correspond with Jessica Peet regarding SageNet (.2); call and email correspondence with SageNet general counsel (.2).	0.70
12/17/18	MDST	Revise vendor release agreement (.4); email with Jessica Peet, Matt Pyeatt, and Philip Parsons regarding same (.4).	0.80

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Re: Restructuring Advice

Summary of services - Business Operations

Initials	Name	Hours	Eff. Rate	Amount
JCPE	Jessica C. Peet	3.00	830.00	2,490.00
MJPY	Matthew J. Pyeatt	0.40	650.00	260.00
MDST	Matthew D. Struble	1.50	535.00	802.50
Total		4.90		3,552.50

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Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Case Administration**

Date	Initials	Description	Hours
12/02/18	DSME	Review works in progress checklist.	0.20
12/03/18	PEH	Participate in V&E works in progress call.	0.50
12/03/18	MWMO	Prepare for and participate in portion of V&E work in progress call.	0.40
12/03/18	SR	Prepare for and conference with V&E team regarding works in progress.	0.70
12/03/18	JWLE	Correspond with V&E team regarding works in progress.	0.20
12/03/18	JMR	Participate in call with V&E team regarding works in progress.	0.50
12/03/18	DSME	Office conference with J. Peet regarding workstreams and work plan (.4); review works in progress checklist (.1); telephone conference with V&E team regarding works in progress (.5).	1.00
12/03/18	JCPE	Office conference with David Meyer regarding workstreams and work plan (.4); revise works in progress checklist (.1); telephone conference with V&E team regarding works in progress (.5).	1.00
12/03/18	MDST	Attend portion of conference call with V&E team regarding works in progress and status updates.	0.40
12/03/18	AGAP	Call with V&E team to discuss workstreams and next steps.	0.50
12/03/18	EENE	Obtain court document for D. Meyer (.1); obtain 11/30 hearing transcript for Adversary Proceeding No. 18-03344 and distribute transcript to V&E team (.7); organize transcripts into files (.2); draft Notice of Filing Second Plan Supplement (2.4); correspond with V&E team regarding same (.6); electronically file First Notice of Lease Rejections (.3); obtain court-stamped copy of same (.1); obtain calendar objection deadline (.1); obtain updated docket report for V&E team (.1); complete miscellaneous case tasks (.9).	5.50
12/03/18	ZAPA	Conference call with V&E team regarding works in progress.	0.50
12/04/18	PEH	Attend portion of conference call with V&E team regarding works in progress.	0.50
12/04/18	SR	Conference with V&E team regarding works in progress.	0.80
12/04/18	DSME	Correspond with J. Peet regarding workstreams (.4); correspond with P. Heath regarding same (.2); conference call	1.40

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with V&E team regarding works in progress (.8).

12/04/18	EENE	Prepare precedent case Plan-related documents for Z. Paiva (2.0); prepare Notice of Filing of Second Plan Supplement and electronically file Notice (1.0); correspond with Prime Clerk regarding service instructions (.1); prepare calendar objection deadlines (.1); review requirements for filing of Debtors' Master Service List (.2); correspond with J. Peet and Prime Clerk regarding same (.1); draft related Notice (.6); electronically file Notice with attached MSL (.1); correspond with J. Peet regarding instructions for future MSL filings (.3); calendar MSL deadlines (.2); obtain updated docket report for attorneys (.1); electronically file Second Notice of Lease Rejections (.5); coordinate service instructions details with Prime Clerk (.5); file and coordinate service regarding First and Second Notice (2.0); correspond with V&E team regarding filing status of Notice of Proposed Cure Amount (.1); perform other miscellaneous case tasks (.6).	8.50
12/05/18	PEH	Conference call with V&E team regarding works in progress.	0.50
12/05/18	MWMO	Attend portion of conference call with V&E team regarding works in progress.	0.40
12/05/18	SR	Conference call with V&E team regarding works in progress.	0.50
12/05/18	JMR	Attend portion of conference call with V&E team regarding works in progress.	0.40
12/05/18	JCPE	Prepare for and lead conference call with V&E team regarding works in progress.	0.60
12/05/18	MDST	Attend V&E team conference call regarding work streams and status updates.	0.40
12/05/18	PJTA	Attend portion of conference call with V&E team regarding bankruptcy status.	0.40
12/05/18	AGAP	Conference call with V&E team regarding workstreams and next steps.	0.50
12/05/18	MJPY	Attend portion of conference call with V&E team regarding works in progress.	0.30
12/05/18	ZAPA	Attend portion of conference call with V&E team to discuss work allocation.	0.30
12/06/18	PEH	Attend portion of conference call with V&E team regarding works in progress.	0.30
12/06/18	MWMO	Prepare for and participate in conference call with V&E team regarding works in progress.	0.80

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12/06/18	SR	Conference call with V&E team regarding works in progress.	0.70
12/06/18	JMR	Prepare for and conference with V&E team regarding works in progress.	0.90
12/06/18	DSME	Prepare for and conference call with V&E team regarding works in progress.	0.90
12/06/18	JCPE	Prepare for and lead conference call with V&E team regarding works in progress.	0.70
12/06/18	MDST	Prepare for and attend V&E team conference call regarding next steps and status updates.	1.10
12/06/18	PJTA	Prepare for and call with V&E team regarding status and works in progress.	0.90
12/06/18	MJPY	Attend portion of conference call with V&E team regarding works in progress.	0.60
12/06/18	ZAPA	Attend portion of conference call with V&E team regarding work allocation.	0.50
12/07/18	PEH	Participate in internal status call (.4); e-mails with V&E team on Monday's 341 meeting (.2).	0.60
12/07/18	MWMO	Participate in V&E update call.	0.50
12/07/18	JMR	Participate in daily strategy call with V&E team.	0.40
12/07/18	DSME	Telephone conference with V&E team regarding works in progress (.6); follow-ups with V&E team regarding confirmation (.2).	0.80
12/07/18	JCPE	Prepare for and lead conference call with V&E team regarding works in progress.	0.60
12/07/18	MDST	Prepare for and attend V&E team status update and work streams conference call.	0.50
12/07/18	MJPY	Attend internal conference call regarding chapter 11 strategy and confirmation hearing issues.	0.40
12/07/18	EENE	Review and calculate additional V&E bill entries regarding investigative work and provide findings to Zachary Paiva (1.5); review Elite copy service invoices for hearing preparation projects and communicate with Elite and staff regarding payment status (.75); attend phone conference with attorneys regarding case status (.25); other miscellaneous case project tasks (1.).	3.50
12/07/18	ZAPA	Conference call with V&E team to discuss work allocation.	0.40

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Re: Restructuring Advice

12/09/18	DSME	Review works in progress.	0.70
12/10/18	PEH	Conference call with V&E team regarding works in progress.	0.50
12/10/18	MWMO	Prepare for and participate in V&E work in progress call regarding ongoing restructuring issues.	0.80
12/10/18	SR	Conference call with V&E team regarding works in progress.	0.70
12/10/18	JWLE	Conference call with V&E team regarding matter works in progress and strategy.	0.70
12/10/18	JMR	Prepare for and conference call with V&E team regarding works in progress.	0.90
12/10/18	GSMI	Prepare for and attend conference call with V&E team regarding case strategy and plan confirmation preparation.	1.10
12/10/18	DSME	Office conference with J. Peet regarding works in progress.	0.40
12/10/18	JCPE	Prepare for and lead conference call with V&E team regarding confirmation work streams.	0.80
12/10/18	MDST	Attend portion of conference call with V&E team regarding status updates and work streams.	0.60
12/10/18	AGAP	Prepare for and call with V&E team regarding workstreams and next steps in advance of confirmation hearing (.8).	0.80
12/10/18	MJPY	Attend call with U.S. Trustee and client regarding monthly operating reports.	0.40
12/10/18	MJPY	Prepare for and conference call with V&E team regarding works in progress (.8); correspond with counsel to landlords regarding plan issues (.4); correspond with counsel to utility provider regarding same (.2).	1.40
12/10/18	ZAPA	Prepare for and conference call with V&E team regarding works in progress.	0.80
12/11/18	PEH	Attend portion of conference call with V&E team regarding works in progress.	0.50
12/11/18	MWMO	Prepare for and participate in call with V&E team regarding works in progress.	0.80
12/11/18	JWLE	Conference call with V&E team regarding matter status and strategy.	0.80
12/11/18	JMR	Prepare for conference call with V&E team regarding works in progress.	0.80
12/11/18	DSME	Works in progress call.	0.80

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12/11/18	JCPE	Attend portion of conference call with V&E team regarding works in progress.	0.50
12/11/18	MDST	Prepare for and attend V&E team conference call regarding status updates for work streams and planning for confirmation hearing.	0.90
12/11/18	PJTA	Call with V&E team regarding bankruptcy status.	0.80
12/11/18	MJPY	Conference call with V&E team regarding chapter 11 strategy.	0.80
12/11/18	ZAPA	Prepare for conference call with V&E team regarding work allocation.	0.90
12/12/18	MWMO	Conference call with V&E team regarding works in progress.	0.50
12/12/18	SR	Attend portion of conference call with V&E team regarding works in progress.	0.40
12/12/18	JWLE	Prepare for and conference call with V&E team regarding matter status and strategy.	0.60
12/12/18	JMR	Prepare for and conference call with V&E team regarding works in progress.	0.60
12/12/18	JCPE	Prepare for team works in progress call (.5); conference call with V&E team regarding works in progress (.6).	1.10
12/12/18	MDST	Participate in daily internal conference call with V&E team regarding status updates and work streams.	0.60
12/12/18	PJTA	Conference call with V&E team regarding real estate amendments and next steps in bankruptcy.	0.60
12/12/18	AGAP	Participate in call with V&E team regarding workstreams and next steps.	0.60
12/12/18	MJPY	Attend portion of conference call with V&E team regarding works in progress.	0.50
12/12/18	ZAPA	Participate in conference call with V&E team regarding work allocation and next steps.	0.60
12/13/18	PEH	Conference call with V&E team regarding works in progress.	0.40
12/13/18	JWLE	Conference call with V&E team regarding matter status and works in progress.	0.20
12/13/18	JMR	Conference call with V&E team regarding works in progress.	0.20
12/13/18	DSME	Prepare for daily conference call with V&E team regarding works in progress (.5); participate in same (.2).	0.70

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Re: Restructuring Advice

12/13/18	JCPE	Prepare for conference call with V&E team regarding works in progress.	0.40
12/13/18	PJTA	Prepare for and participate in conference call with V&E team regarding bankruptcy strategy.	0.40
12/13/18	AGAP	Conference call with V&E team regarding workstreams and next steps.	0.20
12/13/18	MJPY	Participate in conference call with V&E team regarding works in progress (.2); prepare for same (.5).	0.70
12/13/18	EENE	Organize copies of all Affidavits of Service by Prime Clerk for Matthew Moran (1.0); review docket for and supplement Notice of Agenda with newly filed documents (.7); correspond with attorneys regarding same (.3); correspond with attorneys regarding Witness & Exhibit List and hearing binder organization and review precedent case for model format (1.1); obtain and organize copies of all filed objections for attorneys (.9).	4.00
12/13/18	ZAPA	Prepare and conference call to discuss work allocation with V&E team.	0.30
12/14/18	PEH	Conference call with V&E team regarding works in progress.	0.50
12/14/18	MWMO	Conference call with V&E team regarding works in progress.	0.60
12/14/18	JWLE	Participate in conference call with V&E team regarding matter status and strategy.	0.60
12/14/18	JMR	Prepare for and conference call with V&E team regarding workstreams.	0.60
12/14/18	GSMI	Prepare for and attend conference call with V&E team regarding works in progress.	0.90
12/14/18	JCPE	Conference call with V&E team regarding works in progress.	0.50
12/14/18	MDST	Participate in V&E team conference call regarding status updates and work streams.	0.50
12/14/18	MJPY	Participate in portion of conference call regarding chapter 11 strategy.	0.50
12/14/18	ZAPA	Prepare for and participate in conference call with V&E team to discuss works in progress and strategy.	0.70
12/16/18	PEH	Prepare for and call with V&E team on works in progress.	0.70
12/16/18	MWMO	Prepare for and participate in telephone call with V&E team regarding works in progress.	0.80

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12/16/18	JWLE	Prepare for and participate in conference call with V&E team call regarding works in progress.	0.90
12/16/18	JMR	Prepare for and participate in conference call with V&E team regarding task list.	0.90
12/16/18	DSME	Prepare for and participate in telephone call with V&E team regarding works in progress.	0.80
12/16/18	MDST	Conference call with V&E team regarding settlement and confirmation workstreams.	0.50
12/16/18	AGAP	Conference with V&E team regarding next steps and workstreams.	0.50
12/16/18	ZAPA	Conference call with V&E team regarding works in progress.	0.50
12/17/18	PEH	Attend portion of conference call with V&E team regarding works in progress.	0.50
12/17/18	MWMO	Prepare for and participate in conference call with V&E team regarding works in progress.	0.80
12/17/18	WTS	Review email from Garrick Smith (.1); correspond with Garrick Smith and Lauren Meyers regarding same (.2).	0.30
12/17/18	JWLE	Prepare for and participate in conference call with V&E team regarding matter status and strategy.	0.80
12/17/18	JMR	Prepare for and participate in conference call with V&E team regarding workstreams.	0.80
12/17/18	DSME	Conference call with V&E team regarding works in progress.	0.80
12/17/18	JCPE	Attend portion of conference call with V&E team regarding works in progress.	0.70
12/17/18	MDST	Conference call with V&E team regarding status updates and work streams in preparation for Confirmation Hearing.	0.80
12/17/18	PJTA	Conference call with V&E team regarding bankruptcy status.	0.80
12/17/18	AGAP	Attend portion of conference with V&E team regarding workstreams and next steps.	0.50
12/17/18	MJPY	Attend portion of conference call with V&E team regarding strategy and work plan.	0.70
12/17/18	ZAPA	Attend portion of conference call with V&E team to discuss work allocation.	0.70
12/18/18	PEH	Conference call with V&E team regarding works in progress.	0.70

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12/18/18	JWLE	Conference with V&E team regarding matter status and strategy.	0.40
12/20/18	JCPE	Office conference with David Meyer regarding works in progress.	0.60
12/20/18	EENE	Organize court hearing transcript into files and distribute to attorneys (.1); obtain updated docket report for attorneys (.1); draft Notice of Filing of Debtors' Revised Master Service List, correspond with Jessica Peet for approval, and electronically file Notice (.5); review and organize documents into files (.3).	1.00
12/21/18	MJPY	Conference call with V&E team regarding works in progress.	0.60
12/21/18	EENE	Organize documents into files and other miscellaneous post-confirmation case tasks (1.9); attend phone conference with attorneys regarding case status and next steps (.5); obtain updated docket report for attorneys (.1); complete check request form and invoice submission for payment to court reporter for court hearing transcript (.5).	3.00

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Client/Matter Number TAC503 64000
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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Case Administration

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	3.60	625.00	2,250.00
PEH	Paul E. Heath	6.20	1050.00	6,510.00
JWLE	Jordan W. Leu	5.20	830.00	4,316.00
DSME	David S. Meyer	8.50	1110.00	9,435.00
MWMO	Matthew W. Moran	6.40	1050.00	6,720.00
EENE	Elizabeth E. Neuman	25.50	295.00	7,522.50
ZAPA	Zachary A. Paiva	6.20	510.00	3,162.00
JCPE	Jessica C. Peet	7.50	830.00	6,225.00
MJPY	Matthew J. Pyeatt	6.90	650.00	4,485.00
JMR	Jeremy M. Reichman	7.00	760.00	5,320.00
SR	Shaun A. Rogers	3.80	915.00	3,477.00
WTS	Wendy T. Salinas	0.30	1175.00	352.50
GSMI	Garrick C. Smith	2.00	720.00	1,440.00
MDST	Matthew D. Struble	6.30	535.00	3,370.50
PJTA	Patrick J. Tatum	3.90	625.00	2,437.50
Total		99.30		67,023.00

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Claims Administration and Objections**

Date	Initials	Description	Hours
12/03/18	AGAP	Correspond with J. Peet and BRG regarding TM contract rejections (.4); review schedules for amounts associated with same (.2); call with TM counsel regarding same (.3); correspond with V&E team regarding same (.2); revise notice of proposed cure amounts (.6).	1.70
12/03/18	MJPY	Attend call with Company and BRG regarding utility objection (.4); analyze follow-up issues regarding same (.1).	0.50
12/04/18	AGAP	Calls with former employees regarding case information (.3); call with Taylor county tax office regarding case notice and information (.2).	0.50
12/07/18	GSMI	Work with counsel for the Texas taxing authorities to resolve Plan objection issues and comments (1.1); draft language and revise for potential tax-related objections (1.2); discuss comments and objections and potential resolutions with landlord counsel in the bankruptcy case (1.6).	3.90
12/12/18	GSMI	Review filed plan objections and analyze potential responses (2.5); review landlord objection issues and propose language for resolution (1.2); call with V&E team regarding U.S. Trustee objection and Committee objection and resolution (.6).	4.30
12/13/18	GSMI	Review objections filed to the plan and discuss with BRG to confirm certain cure objection issues (1.7); review tax authority objection issues and discuss with tax authority counsel (1.5); review UST and Committee objection and discuss with V&E team (.7); calls with counsel for landlord parties objecting to the Plan (1.9); email with BRG regarding proposed cure objection revisions and confirmations (.5).	6.30
12/15/18	GSMI	Email with counsel for landlord parties objecting to cure amounts and plan for confirmation (.6); review proposed language for resolution of objections from taxing authorities (1.4); review objections and resolve issues for a consensual confirmation (.8).	2.80

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Invoice Number 25609337
Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Claims Administration and Objections

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	2.20	625.00	1,375.00
MJPY	Matthew J. Pyeatt	0.50	650.00	325.00
GSMI	Garrick C. Smith	17.30	720.00	12,456.00
Total		20.00		14,156.00

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Corporate Governance and Board Matters**

Date	Initials	Description	Hours
12/03/18	DSME	Correspond with P. Heath regarding board status update (.1); correspond with J. Peet regarding same (.4); call with Board regarding same (.5).	1.00
12/03/18	JCPE	Correspond with Board regarding Plan Supplement filing.	0.20
12/03/18	KEHA	Coordinate review of organizational document amendments.	0.30
12/03/18	AGAP	Correspond with V&E corporate team regarding review of amendments to organizational documents drafted by Taco Supremo (.3); review diligence materials regarding same (.3).	0.60
12/03/18	ANRO	Review amendments to organizational documents.	2.00
12/04/18	AGAP	Review and revise board minutes and materials with V&E litigation team.	0.60
12/04/18	ANRO	Review amendments to organizational documents.	1.70
12/05/18	JCPE	Review and revise board minutes (1.2); correspond with David Meyer and Andrew Geppert regarding same (.2).	1.40
12/06/18	KEHA	Review and revise draft amendments to organizational documents.	3.10
12/07/18	RPHU	Review amendments to organizational documents.	0.50
12/07/18	DSME	Review works in progress (.4); review board minutes and materials (.8).	1.20
12/07/18	KEHA	Provide corporate comments regarding organizational document amendments to RR team.	0.30
12/07/18	AGAP	Revise board meeting minutes consistent with comments from V&E team (1.1); compile attachments to same (.8).	1.90
12/08/18	MWMO	Review board minutes for potential privilege issues.	0.50
12/08/18	AGAP	Correspond with V&E team regarding attachments to board minutes (.3); revise minutes to incorporate comments from M. Moran (.8); circulate finalized versions of minutes with V&E team (.3).	1.40
12/09/18	PEH	Review of settlement term sheet received from UCC and e-mails regarding same.	0.20
12/10/18	JCPE	Correspond with board regarding meeting.	0.10

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Re: Restructuring Advice

12/10/18	AGAP	Review Taco Supremo corporate comments to organizational document amendments (.5); draft and revise board meeting minutes (1.2); circulate with V&E team for review (.2).	1.90
12/11/18	DSME	Review and revise board update.	0.50
12/11/18	JCPE	Review and revise board minutes (.8); correspond with Andrew Geppert regarding same (.1).	0.90
12/13/18	PEH	Participate in call with board of directors.	0.70
12/13/18	JCPE	Lead telephonic meeting of the board of directors (.3); prepare for board meeting (.5); correspond with board members regarding meeting (.1).	0.90
12/18/18	SHM	Draft email to Willis regarding confirmation hearing (.5); correspond regarding same with V&E team (.5).	1.00
12/26/18	AGAP	Draft and revise director resignation letters (.5); draft and revise parent board written consent regarding emergence items (1.8); draft and revise subsidiary boards written consents regarding same (1.3).	3.60
12/27/18	DSME	Review board update email (.3); review corporate governance amendments (.8).	1.10
12/27/18	KEHA	Review and provide comments to draft resolutions.	3.20
12/27/18	AGAP	Revise board written consents to include TB Kansas LLC charter amendment (.6); draft and revise stockholder written consents approving various charter amendments for parent and subsidiaries (3.8); further revise board consents in line with comments from V&E corporate team (.7); circulate same to V&E team for review (.2); circulate same to Scheef & Stone for review (.1).	5.40
12/28/18	MWMO	Review exit resolutions to be signed by boards of director.	0.10
12/28/18	KEHA	Review and provide comments to draft board resolutions.	2.30
12/28/18	AGAP	Revise and finalize board resignation letters (.7); draft cover email and circulate same with board (.3); revise and finalize written consents (1.1); correspond regarding same with P. Lewis and B. Stone for review (.1); circulate execution versions of consulting agreements via DocuSign for execution (.4).	2.60
12/29/18	AGAP	Review B. Stone's comments to written consents (.5); correspond with V&E team regarding same (.2); compile and circulate executed consulting agreements with M. Pyeatt (.2).	0.90
12/30/18	SHM	Correspond with broker and V&E team regarding insurance issues (1.0); review prior emails and materials for same (.5).	1.50

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12/30/18	AGAP	Correspond with B. Stone regarding revisions to written consents (.2); revise consents consistent with suggested revisions (.6); correspond with P. Parsons and M. Pyeatt regarding consulting agreements (.1); correspond with P. Lewis regarding written consent execution (.2); circulate written consents via DocuSign for M. Perales's execution (.4).	1.50
12/31/18	SHM	Correspond with insurance broker and David Meyer regarding insurance.	0.50
12/31/18	AGAP	Correspond with V&E restructuring team regarding outstanding items for closing (.5); correspond with V&E corporate team regarding open items related to organizational document amendments and board and stockholder consents (.9); correspond with CT for filing of org doc amendments (.4); send DocuSign requests for execution of amendments and board and stockholder consents to same (.3); correspond with P. Lewis regarding execution of same (.5); call with P. Lewis regarding officer termination (.1); correspond with V&E team regarding consulting agreement execution (.3); compile and organize execution versions of same (1.2); correspond with P. Lewis regarding waiver of CP regarding filing org doc amendments (.3); compile and circulate amendments to CT for filing (.7); correspond with CT regarding same (.2); correspond with V&E team regarding closing (.3).	5.70

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Corporate Governance and Board Matters

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	26.10	625.00	16,312.50
KEHA	Kathryn E. Hastings	9.20	535.00	4,922.00
PEH	Paul E. Heath	0.90	1050.00	945.00
RPHU	Robert P. Hughes	0.50	720.00	360.00
DSME	David S. Meyer	3.80	1110.00	4,218.00
SHM	Sarah H. Mitchell	3.00	890.00	2,670.00
MWMO	Matthew W. Moran	0.60	1050.00	630.00
JCPE	Jessica C. Peet	3.50	830.00	2,905.00
ANRO	Analiza Rodriguez	3.70	450.00	1,665.00
Total		51.30		34,627.50

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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Employee Benefits and Pensions**

Date	Initials	Description	Hours
12/10/18	SMT	Correspond with V&E team regarding consulting agreements.	0.30
12/11/18	PEH	Call with V&E team and client on management consulting agreements (.60); prepare revisions to same (.70); correspond with David Meyer regarding management consulting agreements (.50).	1.80
12/11/18	SMT	Analyze Consulting Agreement amendments (.1); telephone conferences with client and V&E regarding same (.7); review revised Consulting Agreement (.3).	1.10
12/11/18	HRJ	Revise consulting agreements (1.7); correspond with Shane Tucker relating to same (.3).	2.00
12/11/18	DSME	Review consulting agreements (.6); provide comments to same (.3); telephone call with Paul Heath regarding management agreements (.5).	1.40
12/12/18	SMT	Review and revise consulting agreements (1.2); correspond regarding same (.6); telephone conferences with client regarding same (1.0).	2.80
12/12/18	HRJ	Review issues relating to the terms of the consulting agreements.	0.20
12/13/18	PEH	Participate in call with V&E and company on COBRA issues (.5); call with V&E and company on consulting agreements (.6); review of revisions to same (.2).	1.30
12/13/18	SMT	Correspond with V&E team, client regarding COBRA (.3); analyze COBRA issues (.7); telephone conference with V&E team, client regarding consulting and separation agreements (.5); review and revise consulting and separation agreements (1.0).	2.50
12/13/18	HRJ	Research and analyze benefit issues for employees impacted by the transaction.	1.50
12/13/18	JCPE	Conference call with company and V&E regarding consulting agreements.	1.00
12/14/18	SMT	Review and revise consulting agreements (.6); correspond with Heather Johnson regarding same (.1); correspond with Paul Heath, Matt Moran, and David Meyer regarding same (.5).	1.20
12/14/18	MWMO	Revise consulting agreement.	0.30

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12/14/18	HRJ	Review tax issues under the consulting agreements (.5); revise consulting agreements (1.8); correspond with Shane Tucker relating to same (.1).	2.40
12/17/18	SMT	Review and revise consulting agreements (.7); correspond with V&E team regarding COBRA issues (.5).	1.20
12/17/18	HRJ	Review and revise the consulting agreements.	1.20
12/17/18	DSME	Review consulting agreement revisions.	0.70
12/18/18	PEH	Review revised consulting agreements.	0.50
12/18/18	SMT	Telephone conferences with Company regarding COBRA issues (0.8); review and revise consulting agreements (1.0).	1.80
12/18/18	MWMO	Review and revise changes to consulting agreements throughout day.	1.00
12/18/18	HRJ	Review issues relating to the consulting agreements.	1.00
12/19/18	HRJ	Review and revise consulting agreements.	1.20
12/26/18	HRJ	Review issues relating to the consulting agreements.	0.20
12/26/18	DSME	Review closing consulting agreements (.5); correspond with Peter Lewis regarding same (.6).	1.10
12/26/18	MJPY	Review consulting agreements (.2); correspond with BRG team regarding same (.1).	0.30
12/27/18	MJPY	Finalize consulting agreements (.4); circulate same to V&E working group (.1).	0.50
12/28/18	HRJ	Review updated consulting agreements.	0.50

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 36

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Employee Benefits and Pensions

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	3.60	1050.00	3,780.00
HRJ	Heather J. Johnson	10.20	945.00	9,639.00
DSME	David S. Meyer	3.20	1110.00	3,552.00
MWMO	Matthew W. Moran	1.30	1050.00	1,365.00
JCPE	Jessica C. Peet	1.00	830.00	830.00
MJPY	Matthew J. Pyeatt	0.80	650.00	520.00
SMT	Shane M. Tucker	10.90	1280.00	13,952.00
Total		31.00		33,638.00

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Client/Matter Number TAC503 64000
Invoice Number 25609337
Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:

Re: Employment and Fee Applications

Date	Initials	Description	Hours
12/10/18	JCPE	Correspond with Zack Paiva regarding retention applications of UCC professionals.	0.10

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Client/Matter Number TAC503 64000
Invoice Number 25609337
Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Employment and Fee Applications

Initials	Name	Hours	Eff. Rate	Amount
JCPE	Jessica C. Peet	0.10	830.00	83.00
Total		0.10		83.00

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Financing and Cash Collateral**

Date	Initials	Description	Hours
12/05/18	PEH	Correspond with Company and V&E team on budget and variance issues.	0.50
12/06/18	PEH	Correspond with client and V&E team on variance and carry forward issues (.9); call with Haywood Miller and Jim Kiley regarding same (.2); review DIP order and budget (.5); draft confirmatory e-mail to Peter Lewis on same (.3).	1.90
12/06/18	CJDE	Correspond with V&E team regarding budget variance.	0.20
12/06/18	DSME	Review DIP variance summary (.5); correspond with BRG team regarding compliance testing and variance issues (.6); correspond with P. Heath regarding same (.2).	1.30
12/06/18	MDST	Correspond with Paul Heath, Haywood Miller, and Jim Kiley regarding DIP budget.	0.30
12/06/18	CLSN	Review amendment provisions for DIP amendment.	0.30
12/10/18	CJDE	Analyze collateral questions (.2); conference with V&E team regarding same (.2).	0.40
12/10/18	CLSN	Review lien treatment of deposit accounts and mortgage.	0.30
12/11/18	MWMO	Review correspondence regarding perfection of liens in BOA accounts.	0.10
12/11/18	JCPE	Correspond with BRG regarding DIP issues (.2); analyze related issues (.4).	0.60
12/13/18	PEH	Conference call with V&E, BRG on DIP and plan funding.	0.70
12/13/18	JCPE	Conference call with BRG, V&E regarding DIP issues (.7); correspond with V&E team regarding follow-up issues (.8).	1.50
12/16/18	CJDE	Correspond with V&E team regarding DIP draw request.	0.20
12/16/18	CLSN	Correspond with V&E team regarding updates and notice (.1); draft postpetition notice of borrowing (.3).	0.40
12/18/18	JWLE	Review final DIP order.	0.20
12/18/18	CLSN	Review DIP documents regarding final drawing on DIP loan (.2); correspond with V&E team regarding same (.1).	0.30
12/27/18	CLSN	Review escrow agreement.	0.50

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Re: Restructuring Advice

12/28/18	CJDE	Review escrow agreement (.3); draft comments to same (.4); conference call with V&E team regarding same (.1).	0.80
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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Financing and Cash Collateral

Initials	Name	Hours	Eff. Rate	Amount
CJDE	Christopher J. Dewar	1.60	945.00	1,512.00
PEH	Paul E. Heath	3.10	1050.00	3,255.00
JWLE	Jordan W. Leu	0.20	830.00	166.00
DSME	David S. Meyer	1.30	1110.00	1,443.00
MWMO	Matthew W. Moran	0.10	1050.00	105.00
JCPE	Jessica C. Peet	2.10	830.00	1,743.00
CLSN	Caitlin L. Snelson	1.80	625.00	1,125.00
MDST	Matthew D. Struble	0.30	535.00	160.50
Total		10.50		9,509.50

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 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: General Litigation**

Date	Initials	Description	Hours
12/01/18	MWMO	Correspond with V&E team regarding motion for summary judgment in adversary proceeding.	0.20
12/01/18	TPMI	Correspond with V&E litigation team regarding motion for summary judgment strategy.	0.20
12/02/18	MWMO	Review and revise scheduling order (.2); confer with Jordan Leu regarding same (.1); review and revise discovery to Rosebriar (.2); review correspondence from Bruce Bagelman regarding scheduling order (.2); begin review of draft motion for summary judgment (.4).	1.10
12/02/18	JWLE	Revise Rosebriar adversary scheduling order (.2); correspond with opposing counsel regarding same (.1); draft discovery requests in Rosebriar adversary proceeding (.9).	1.20
12/02/18	TPMI	Correspond with V&E litigation team regarding motion for summary judgment strategy.	0.20
12/03/18	MWMO	Revise motion for summary judgment (1.9); correspond with V&E team regarding revisions to scheduling order (.2); review discovery responses (.3); draft responses and objections to discovery responses (.7); correspond with JLL, Houlihan, BRG and Taco Bueno regarding gathering of responsive documents (.7); review transcript of hearing (.4).	4.20
12/03/18	JWLE	Correspond with M. Moran regarding Rosebriar MSJ (.2); correspond with opposing counsel regarding Rosebriar adversary proposed scheduling order (.1); revise and file same (.2); review Rosebriar's document requests to Taco Bueno (.2); review and respond to Rosebriar's document collection request (.4); correspond with V&E litigation team regarding Rosebriar's document requests (.2).	1.30
12/03/18	JCPE	Correspond with V&E litigation team regarding Rosebriar settlement discussions.	0.20
12/03/18	HSME	Identify Rosebriar time on November bill (.3); coordinate with V&E practice support to create Logikcull database for Rosebriar production (.9); coordinate document retrieval from JLL and BRG (.8); review same and upload relevant documents into database for Rosebriar production (.9).	2.90
12/03/18	TPMI	Research standards for attorney's fee awards in fifth circuit (1.6); draft affidavit of Matt Moran in support of motion for summary judgment in Rosebriar adversary (2.8); revise declaration of Parsons and motion for summary judgment (1.1); correspond with J. Reichman regarding adversary	5.70

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Re: Restructuring Advice

		strategy (.2).	
12/04/18	PEH	Review and comment on Rosebriar motion for summary judgment (.4); correspond regarding same with J. Leu (.3); participate in call with UCC counsel regarding informal document production (.5); review documents regarding same (.6).	1.80
12/04/18	MWMO	Revise responses and objections to request for production from Rosebriar (.9); correspond with V&E team to coordinate gathering of documents to produce to Rosebriar (.3); correspond with V&E team regarding same (.2); review documents to be produced to Rosebriar (.2); revise motion for summary judgment (1.2); prepare for and participate in telephone call with V&E team regarding document collection (.5); correspond with Holly Meyers regarding production of documents (.1); review email correspondence with UCC regarding lease agreements related to production of documents (.2).	3.60
12/04/18	JWLE	Revise motion for summary judgment in Rosebriar adversary (4.5); research related issues (1.5); correspond with Tom Mitsch regarding same (.1); correspond with Holly Myers regarding Rosebriar discovery responses and document production (.2); review documents tagged for production to Rosebriar (.5); call with UCC counsel regarding document production (.4).	7.20
12/04/18	JMR	Correspond with V&E team regarding UCC's document requests (1.0); prepare documents for production (.6).	1.60
12/04/18	DSME	Telephone conference with V&E team regarding UCC informal document request (.3); correspond with V&E team regarding UCC requests and next steps (.3); review summary judgment brief (.2); review committee documents request (.1); correspond with V&E team regarding same (.1).	1.00
12/04/18	JCPE	Telephone conference with V&E team regarding UCC document request (.3); correspond with J. Leu regarding estimation of GUC pool to respond to document request (.2); analyze related issues (.5); correspond with BRG, JLL, V&E regarding same (.2); correspond with BRG and HL regarding same (.1); correspond with V&E team regarding email production (.3); review and comment on estimation summary (.2); correspond with TPG regarding document request from UCC (.2); conference with D. Meyer regarding next steps (.4).	2.40
12/04/18	HSME	Correspond with V&E team regarding UCC document production.	0.70
12/04/18	ZAPA	Attend conference call with UCC counsel regarding document request and call.	0.50

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Re: Restructuring Advice

12/04/18	TPMI	Correspond with J. Leu regarding declaratory judgment action strategy (.3); revise responses and objections to Rosebriar's requests for production (.6); correspond with V&E restructuring team regarding strategy for requests for production (.3); review and analyze case law on Declaratory Judgment Act (1.4).	2.60
12/05/18	PEH	Review and comment on draft fee declaration in Rosebriar matter (.4); correspond regarding same with M. Moran (.2); correspond with V&E team regarding informal document production to UCC (.2).	0.80
12/05/18	MWMO	Review documents to be produced in adversary proceeding (.5); review documents to be produced to Rosebriar Caruth (.5); revise motion for summary judgment (1.2); correspond with V&E team regarding document production and redaction issues (.4); review redacted documents (.2); review and revise declaration of Matt Moran for motion for summary judgment (.5); review and revise declaration of Philip Parsons (.4); review documents to be produced to UCC (1.3).	5.00
12/05/18	JWLE	Review documents tagged for production to Rosebriar landlord (.8); coordinate related document production (.3); review and revise responses to Rosebriar requests for production (1.7); correspond with Paul Heath regarding Rosebriar MSJ (.6); revise Rosebriar MSJ (1.5); review related local rules (.1); compile exhibits to Parsons declaration (.2); correspond with Company regarding same (.7); coordinate redaction and production of materials to UCC (.4); correspond with V&E team regarding UCC discovery requests and related document production (1.3); correspond with UCC counsel regarding same (.2).	7.80
12/05/18	JMR	Prepare documents for production to UCC (2.8); correspond with V&E team regarding same (.4); review same for redactions (1.2).	4.40
12/05/18	DSME	Correspond with V&E team regarding strategy and informal document request status (.8); correspond conference with J. Peet regarding same (.4).	1.20
12/05/18	JCPE	Correspond with TPG regarding UCC production (.3); correspond with V&E team regarding same (.3).	0.60
12/05/18	AGAP	Correspond with Company and V&E litigation team to respond to UCC document request, including obtaining historic board minutes and materials and financing documents.	1.60
12/05/18	HSME	Correspond with Jordan Leu and Jeremy Reichman throughout the day regarding production to the UCC (1.5); correspond with Jordan Leu and practice support regarding Rosebriar production (.4); upload and then review and analyze documents for production to the UCC for privilege	6.40

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Re: Restructuring Advice

		and relevance (3.5); conference call with Taco Bueno team regarding the UCC production process (1.0).	
12/05/18	TPMI	Correspond with Jordan Leu regarding declaratory judgment act (.5); correspond with Jeremy Reichman regarding adversary strategy (.1); review and analyze case law on declaratory judgment act, attorneys' fees, and lease termination (3.3); revise declaration of Matt Moran regarding fees (.7).	4.60
12/06/18	MWMO	Review correspondence regarding UCC production (.2); correspond with David Meyer regarding production to UCC (.2); correspond with Jordan Leu regarding finalizing production to Rosebriar (.1); review and revise declarations in support of motion for summary judgment against Rosebriar (.6); correspond with Paul Heath regarding litigation issues (.2); review additional documents to be produced to UCC (.7); review fee statements to be attached to declaration for adversary proceeding (.5).	2.50
12/06/18	JWLE	Correspond with Jeremy Reichman regarding UCC production (.2); revise Moran declaration regarding 3177 adversary (1.5); draft fee-summary exhibit for same (.3); revise Parsons declaration (.2); revise MSJ brief (.5); research related issues (.4); confer with V&E team regarding same (.3); coordinate production of documents to UCC (.3); confer and correspond with Mac Finlayson regarding Store 3137 (.2).	3.90
12/06/18	JMR	Continue to prepare documents for production to UCC (.5); research case law for use in motion for summary judgment in Store No. 3177 Adversary Proceeding (1.0); review and comment on same (1.0); correspond with Jordan Leu regarding same (.7).	3.20
12/06/18	DSME	Review document production (.4); correspond with V&E team regarding same (.7).	1.10
12/06/18	JCPE	Correspond with TPG regarding document production (.2); correspond with V&E team regarding related issues (.2).	0.40
12/07/18	MWMO	Review and analyze evidentiary preparation for confirmation hearing (.1); conference with V&E team regarding same (.4); review and revise declaration and accompanying fee exhibit (.7); review and finalize motion for summary judgment (.8); conference with Holly Meyers and Jordan Leu regarding same (.3); research regarding investigation cost (.3).	2.60
12/07/18	JWLE	Revise fee statement and redactions for Moran declaration (1.1); conference with Holly Meyers and Matt Moran regarding same (.3); draft local rule MSJ for Rosebriar adversary (.5); conference with V&E team regarding confirmation hearing evidence (.4); finalize and file MSJ brief (1.5); compile MSJ appendix (1.2); finalize Moran fee declaration (.8).	5.80

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12/07/18	JMR	Conference with V&E team regarding evidence for confirmation hearing (.4); review and analyze legal invoices for purposes of determining costs of investigation (1.9); correspond with Matt Moran regarding same (.4); correspond with Jordan Leu regarding costs of investigation (.4).	3.10
12/07/18	DSME	Review SJ motion and declaration.	0.90
12/07/18	HSME	Conference with Jordan Leu regarding redactions of V&E bill for Rosebriar MSJ (.3); revise redactions accordingly (1.0).	1.30
12/07/18	ZAPA	Review UCC settlement information requests.	0.30
12/08/18	MWMO	Review correspondence regarding amounts allegedly owed to taxing authorities (.1); conference with A. Geppert regarding investigation presentation (.1).	0.20
12/08/18	DSME	Review correspondence regarding document production (.4); correspond with V&E team regarding same (.3).	0.70
12/08/18	AGAP	Conference with M. Moran regarding investigation presentation.	0.10
12/09/18	MWMO	Review correspondence regarding information requested by UST (.1); analyze issues related to releases (.1).	0.20
12/10/18	MWMO	Correspond with Jordan Leu regarding discovery issues (.2); review email correspondence from UCC regarding document production and related correspondence with V&E team regarding same (.2); review email correspondence regarding redactions and production of board minutes (.2); review comments from UST regarding plan (.2); review settlement offer from UCC (.2); prepare for confirmation hearing (.2); review objection from Louisiana Department of Revenue (.1); review correspondence regarding perfection of security interests (.2); review confirmation objection from Texas taxing authorities (.1); review and consider settlement offer from Rosebriar (.1); email with V&E team and client team regarding settlement offer and proposed response (.2); review answer and counterclaim from Rosebriar (.3); review additional documents for potential production (.1); email with Taco Bueno executives and Peter Lewis regarding Rosebriar settlement proposal (.1).	2.40
12/10/18	JWLE	Prepare for conference with Bruce Bagelman regarding 3177 discovery (.2); correspond with Bruce Bagelman regarding 3177 discovery (.3); correspond with V&E team regarding same (.3); correspond with V&E team regarding potential Rosebriar settlement and consider related issues (.2); correspond with V&E team regarding production of additional documents to UCC (1).	2.00

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12/10/18	JMR	Review and analyze valuation and feasibility issues (1.0); begin to draft declaration of Adam Dunayer for confirmation hearing (2.3); draft and prepare tracker of documents produced to UCC (.3); correspond with Jordan Leu and Holly Meyers regarding documents produced to UCC (.3).	3.90
12/10/18	AGAP	Correspond with J. Leu regarding committee informal information request (.3); review same (.2).	0.50
12/10/18	TPMI	Correspond with defense team regarding Rosebriar/Caruth's answer and counterclaim.	0.20
12/11/18	MWMO	Review research and correspondence regarding plan releases to prepare for contested confirmation (.2); correspond with Jordan Leu regarding 3137 lease regarding contested issue (.1); review correspondence regarding discovery and document production issues (.3); review email correspondence from Bruce Bagelman regarding motion to compel (.2); review correspondence regarding possible resolutions of UST objections (.2); review proposed agreement with Sagenet and email correspondence with V&E team regarding same (.2); correspond with Jordan Leu regarding settlement offer from Rosebriar (.3); begin review of evidentiary checklist for confirmation (.2).	1.70
12/11/18	JWLE	Research issues related to Rosebriar MSJ reply (1.2); correspond with V&E team regarding Rosebriar settlement strategy (.3); correspond with Bruce Bagelman regarding potential settlement framework and related issues (.3); correspond with V&E team regarding status of UCC production (.3); correspond with client regarding same (.1).	2.20
12/11/18	JMR	Correspond with Jordan Leu regarding Rosebriar settlement.	0.30
12/11/18	HSME	Correspond with Jordan Leu regarding documents needed for UCC production (.2); draft email regarding the same (.2).	0.40
12/11/18	TPMI	Correspond with Jordan Leu regarding landlord dispute (.4); review and analyze case law regarding whether landlord can rely on admissions of insolvency to third parties as a basis for termination of lease (2.8); correspond with defense team regarding trial strategy (.3).	3.50
12/12/18	MWMO	Review motion to compel (.2); review motion for expedited hearing (.1); review settlement offer from Rosebriar and conferences and related email correspondence regarding same to bring matter to resolution (.5); prepare for confirmation hearing (.8); review additional board minutes for possible production to UCC (.2); review revised settlement term sheet to resolve UCC objections (.2); review and revise Adam Dunayer declaration (.8); draft 1129 outline for use at confirmation hearing (.5).	3.30

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12/12/18	JWLE	Correspond with client and Taco Supremo regarding Rosebriar settlement offer (.2); correspond with V&E team regarding same (.2); review Rosebriar expedited motion to compel (.1); correspond with V&E team regarding same (.1); correspond with Rosebriar's counsel regarding settlement terms (.2); correspond with client regarding same (.1); review and revise Dunayer declaration (.2); review supporting materials (.2).	1.30
12/12/18	JMR	Correspond with Matt Moran regarding evidence needed for confirmation hearing (1.4); continue to draft and revise Dunayer declaration (.3); correspond with Jordan Leu regarding same (.2); correspond with Jordan Leu regarding avoidance actions (.3).	2.20
12/12/18	TPMI	Review and analyze case law regarding third party statements in connection with lease termination (1.1); review and analyze case law regarding landlords' reliance on statements discovered after terminating as a basis to support termination (2.6); review and analyze case law regarding adversary proceeding plaintiff requirements for answering counterclaims (0.4); review and analyze Rosebriar's answer and counterclaim (0.7); draft witness and exhibit list for adversary proceeding (0.8).	5.60
12/13/18	JWLE	Correspond with V&E team regarding further production of materials to UCC (.2); correspond with UST and UCC regarding confirmation hearing evidence (.1).	0.30
12/13/18	JMR	Correspond with V&E team regarding evidence for confirmation hearing.	0.80
12/14/18	MWMO	Prepare for and participate in meeting with Peter Lewis and Paul Heath regarding evidentiary issues.	2.00
12/14/18	JWLE	Correspond with V&E team and Rosebriar's counsel regarding settlement stipulation (.1); coordinate production of documents to UCC (.1).	0.20
12/16/18	MWMO	Participate in call with clients and V&E team regarding status of settlement and confirmation hearing (.5); prepare evidential issues for confirmation hearing (.2); correspond with Jordan Leu and Jeremy Reichman regarding evidentiary presentation, revisions to declarations, and outstanding confirmation objections (.5).	1.20
12/17/18	JWLE	Correspond with opposing counsel and V&E team regarding Rosebriar settlement.	0.60
12/18/18	MWMO	Review correspondence regarding settlements with landlords (.5); correspond with V&E team regarding preferred testimony and evidentiary presentation (.2); prepare evidence for confirmation hearing, including meeting with witnesses, and	5.40

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		preparation of witness outlines (3.1); email with Peter Lewis regarding evidentiary presentation (.1); work on witness outlines (1.5).	
12/18/18	JWLE	Prepare talking points regarding Rosebriar settlement (.2); attend portion of witness preparation meeting for Haywood Miller (.3).	0.50
12/18/18	JMR	Prepare evidence for confirmation hearing (.7); correspond with V&E litigation team regarding same (.4); prepare direct examination outlines for Haywood Miller and Adam Dunayer (3.4); prepare for meeting with Haywood Miller and Adam Dunayer (.4); participate in preparation meeting with Haywood Miller and Adam Dunayer (2.0).	6.90
12/21/18	JWLE	Draft final judgment in Rosebriar adversary proceeding (.1); correspond with opposing counsel regarding same (.1).	0.20
12/24/18	MWMO	Review correspondence regarding determining effective date and conditions to resolve prior to effective date (.1); review correspondence regarding dismissal of Rosebriar adversary proceeding (.1).	0.20
12/24/18	JWLE	File final judgment in Rosebriar adversary proceeding.	0.10
12/27/18	MWMO	Review motion and order dismissing eviction proceeding related to store 3177.	0.10
12/27/18	JWLE	Correspond with V&E team regarding Young lift-stay motion (.1); correspond with client and opposing counsel regarding dismissal order in Rosebriar eviction proceeding (.1).	0.20
12/27/18	HSME	Correspond with outside counsel and V&E attorneys regarding motion filed in the Young matter.	0.60
12/28/18	MWMO	Correspond with V&E team regarding litigation issues related to motion filed in state court (.2); review draft escrow agreement (.1); participate in telephone call with V&E team and BRG regarding effective date/closing items (.5); review email correspondence regarding same (.3); review correspondence regarding possible motion in Young bankruptcy case (.1); review email correspondence regarding settlement items (.1).	1.30
12/28/18	JWLE	Correspond with V&E team regarding Young motion.	0.10
12/28/18	HSME	Correspond with Jordan Leu regarding draft email to TB outside counsel in the Young matter.	0.30

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V&E Invoice

Taco Bueno Restaurants, L.P. February 14, 2019 Page 50

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - General Litigation

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	2.20	625.00	1,375.00
PEH	Paul E. Heath	2.60	1050.00	2,730.00
JWLE	Jordan W. Leu	34.90	830.00	28,967.00
DSME	David S. Meyer	4.90	1110.00	5,439.00
HSME	Hollyann S. Meyers	12.60	450.00	5,670.00
TPMI	Thomas P. Mitsch	22.60	535.00	12,091.00
MWMO	Matthew W. Moran	37.20	1050.00	39,060.00
ZAPA	Zachary A. Paiva	0.80	510.00	408.00
JCPE	Jessica C. Peet	3.60	830.00	2,988.00
JMR	Jeremy M. Reichman	26.40	760.00	20,064.00
Total		147.80		118,792.00

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V&E Invoice

Taco Bueno Restaurants, L.P. February 14, 2019 Page 51

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Meetings and Communications with Creditors**

Date	Initials	Description	Hours
12/01/18	DSME	Correspond with P. Lewis to prepare for UCC meeting.	0.60
12/02/18	PEH	Revise UCC presentation.	1.70
12/02/18	MWMO	Review UCC presentation.	0.30
12/02/18	DSME	Prepare for UCC meeting (1.0); telephone conference with H. Miller regarding same (.3); telephone conference with P. Lewis regarding same (.3); correspond with working group regarding strategy & tactics of same (.5).	2.10
12/03/18	PEH	Prepare for UCC meeting (.9); review slides and issues list from UCC (.3); conference with representatives of UCC and Taco Supremo (3.).	4.20
12/03/18	JWLE	Review draft UCC presentation.	0.10
12/03/18	DSME	Prepare for UCC meeting (1.5); correspond with D. Posner regarding same (.3); telephone conference with H. Miller regarding same (.2); review GUC pool analysis for UCC meeting (.7); correspond with J. Peet regarding UCC meeting (.4); telephone conference with P. Lewis regarding UCC meeting (.4); telephone conference with P. Lewis regarding follow-up for UCC meeting (.4); telephone conference with P. Heath regarding same (.3); conference with UCC regarding case and next steps (.3); correspond with UCC advisors regarding same (.8).	5.30
12/08/18	MJPY	Analyze communications with client regarding 341 meeting and IDI follow-up documentation (.2); evaluate correspondence from U.S. Trustee regarding same (.1).	0.30
12/09/18	MJPY	Correspond with client, V&E team regarding 341 meeting and materials.	0.20
12/10/18	GSMI	Prepare for and attend the 341 meeting with the U.S. Trustee (3.3); correspond with V&E team and client regarding U.S. Trustee questions and creditor inquiries at the 341 meeting (1.7).	5.00
12/10/18	MJPY	Prepare for and attend 341 meeting with client.	2.10
12/20/18	AGAP	Call with creditor regarding case status and notices received.	0.20

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 52

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Meetings and Communications with Creditors

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	0.20	625.00	125.00
PEH	Paul E. Heath	5.90	1050.00	6,195.00
JWLE	Jordan W. Leu	0.10	830.00	83.00
DSME	David S. Meyer	8.00	1110.00	8,880.00
MWMO	Matthew W. Moran	0.30	1050.00	315.00
MJPY	Matthew J. Pyeatt	2.60	650.00	1,690.00
GSMI	Garrick C. Smith	5.00	720.00	3,600.00
Total		22.10		20,888.00

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 53

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Hearings**

Date	Initials	Description	Hours
12/07/18	GSMI	Email with V&E team regarding confirmation hearing issues.	0.90
12/07/18	MJPY	Correspond with V&E team regarding strategy on evidentiary issues for confirmation (.7); analyze follow-up issues after same (.4).	1.10
12/10/18	JWLE	Correspond with Paul Heath regarding confirmation hearing evidence.	0.20
12/10/18	DSME	Prepare for call with P. Lewis regarding confirmation issues (.5); participate in same (.7); meet with V&E team regarding confirmation issues and workstream updates (.5); correspond with H. Miller regarding confirmation issues and strategy (.4).	2.10
12/11/18	MWMO	Prepare for confirmation hearing.	0.50
12/11/18	JWLE	Analyze 1129 evidentiary checklist to prepare witness and exhibit list.	0.40
12/11/18	JMR	Prepare checklist of necessary evidence for confirmation hearing.	2.50
12/11/18	DSME	Prepare for confirmation hearing.	1.10
12/12/18	MWMO	Review witness and exhibit list.	0.20
12/12/18	JCPE	Review witness and exhibit list for confirmation hearing (.2); correspond with Elizabeth Neuman regarding same (.1).	0.30
12/12/18	MDST	Review and revise Witness and Exhibit List for Confirmation Hearing.	0.90
12/12/18	EENE	Continue to draft Witness & Exhibit List and Notice of Agenda (2.4); correspond with Jessica Peet regarding same (.1); complete other Confirmation hearing preparation tasks (2.0).	4.50
12/13/18	MWMO	Prepare for meeting with Peter Lewis regarding contested confirmation (.3); prepare for confirmation hearing (.3); prepare for confirmation hearing (1.0).	1.60
12/13/18	JWLE	Correspond with V&E team regarding confirmation hearing evidence (.3); review and revise witness and exhibit list (.2).	0.50
12/14/18	PEH	Prepare for and meet with Peter Lewis and V&E team on contested confirmation preparation and evidence (2.0).	2.00
12/14/18	MWMO	Review summary of valuation analysis (.3); correspond with Jeremy Reichman regarding same (.3); prepare evidence for	4.20

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 54

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		confirmation hearing, including review and revisions to declarations of Adam Dunayer and Haywood Miller declarations (1.3); meet with Peter Lewis and V&E team regarding contested hearing preparation (2.0); revise witness and exhibit list (.3)	
12/14/18	JWLE	Review and revise confirmation hearing witness and exhibit list (.3); compile related exhibits (.5).	0.80
12/14/18	JMR	Prepare for and participate in meeting with V&E team and Peter Lewis regarding evidence for confirmation hearing (2.2); revise witness and exhibit list (.6); revise and supplement checklist of evidence required for confirmation (1.1); serve final exhibits on opposing parties (.4).	4.30
12/14/18	JCPE	Review witness and exhibit list.	0.20
12/16/18	DSME	Prepare for presenting at confirmation hearing.	1.70
12/17/18	MWMO	Review and revise evidentiary checklist for confirmation hearing.	1.00
12/17/18	JWLE	Analyze updates to witness and exhibit list (.2); coordinate delivery of exhibits (.1).	0.30
12/17/18	JMR	Revise and supplement checklist of evidence for confirmation hearing.	1.20
12/17/18	MJPY	Correspond with courtroom deputy regarding hearing materials (.5); draft notice of agenda and evaluate docket to support same (1.5); correspond with Zack Paiva and Liz Neuman to prepare hearing materials (.6).	2.60
12/18/18	MWMO	Review filed objections in preparation for confirmation hearing (1.8); review correspondence regarding confirmation hearing presentation (.2); review and revise power point presentation for confirmation hearing (.8); review supplemental witness and exhibit list (.2).	3.00
12/18/18	JWLE	Prepare for confirmation hearing with V&E litigation team (.8); draft supplemental witness and exhibit list (.3); compile supplemental exhibits for confirmation hearing (.2).	1.30
12/18/18	JMR	Correspond with V&E team regarding strategy for confirmation hearing.	1.30
12/18/18	GSMI	Prepare materials for confirmation hearing (1.2); conference with V&E team regarding confirmation hearing preparation (1.1).	2.30
12/18/18	DSME	Conference with V&E team regarding hearing preparation (.5); prepare confirmation presentation (1.8); correspond with V&E team regarding finalizing hearing items (1.7); prepare to	6.80

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 55

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		present at confirmation hearing (2.8).	
12/18/18	JCPE	Prepare for confirmation hearing (2.3); conference with V&E team regarding hearing preparation (.5).	2.80
12/18/18	MDST	Conference with V&E team regarding preparation for the Confirmation Hearing.	0.50
12/18/18	PJTA	Conference with V&E team regarding hearing and related workstreams (.5).	0.50
12/18/18	AGAP	Draft and revise confirmation hearing presentation (3.4); review comments from D. Meyer to same (.7); revise presentation (2.3).	6.40
12/18/18	MJPY	Prepare updated hearing materials per amended filings (1.4); draft talking points for 503 issues (1.5); evaluate consulting agreements to support same (.4); correspond with BRG team to support same (.2); evaluate amended agenda and comment on same (.2); review and revise hearing documents and related materials for transmission to court (1.6); correspond with courtroom deputy regarding same (.4); revise agenda per Jessica Peet comments (.8); file and circulate same (.3); conference with V&E team regarding confirmation hearing strategy (.8).	7.60
12/18/18	BARD	Revise hearing binders (.5); assemble selected cases cited (.3); prepare additional hearing binder (.7).	1.50
12/18/18	ZAPA	Prepare witness and exhibit list, supplemental documents, and revised agenda materials for confirmation hearing (1.5); conference with V&E team regarding work allocation for hearing (.6).	2.10
12/19/18	PEH	Attend confirmation hearing.	2.60
12/19/18	MWMO	Prepare for and participate in confirmation hearing.	5.30
12/19/18	DSME	Prepare for and participate in confirmation hearing (5.2); correspond with V&E team regarding follow-ups items (1.8).	7.00
12/19/18	JCPE	Prepare for and attend confirmation hearing.	4.20
12/19/18	AGAP	Prepare materials for confirmation hearing.	1.80
12/19/18	MJPY	Correspond with landlord counsel regarding confirmation order (.4); analyze confirmation order noticing issues (.2).	0.60
12/19/18	ZAPA	Finalize witness and exhibit list, supplemental documents, and revised agenda materials for confirmation hearing.	1.20

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 56

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Hearings

Initials	Name	Hours	Eff. Rate	Amount
BARD	Susan A. Barden	1.50	285.00	427.50
AGAP	Andrew Geppert	8.20	625.00	5,125.00
PEH	Paul E. Heath	4.60	1050.00	4,830.00
JWLE	Jordan W. Leu	3.50	830.00	2,905.00
DSME	David S. Meyer	18.70	1110.00	20,757.00
MWMO	Matthew W. Moran	15.80	1050.00	16,590.00
EENE	Elizabeth E. Neuman	4.50	295.00	1,327.50
ZAPA	Zachary A. Paiva	3.30	510.00	1,683.00
JCPE	Jessica C. Peet	7.50	830.00	6,225.00
MJPY	Matthew J. Pyeatt	11.90	650.00	7,735.00
JMR	Jeremy M. Reichman	9.30	760.00	7,068.00
GSMI	Garrick C. Smith	3.20	720.00	2,304.00
MDST	Matthew D. Struble	1.40	535.00	749.00
PJTA	Patrick J. Tatum	0.50	625.00	312.50
Total		93.90		78,038.50

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 57

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:**Re: Plan and Disclosure Statement**

Date	Initials	Description	Hours
12/02/18	JCPE	Analyze open issues regarding confirmation (.3); revise same (.3).	0.60
12/03/18	PEH	Review plan supplement materials.	0.60
12/03/18	MWMO	Review and revise notes to financial projections.	0.30
12/03/18	JWLE	Correspond with BRG regarding GUC pool estimates (.2); correspond with V&E team regarding same (.2).	0.40
12/03/18	GSMI	Review comments and potential creditor objections to confirmation (.6); call with V&E team regarding Plan confirmation issues and preparation (.5); correspond with creditors related to objections and consensual resolution of claims (.8); review Plan and Disclosure Statement (.4).	2.30
12/03/18	DSME	Review financial projections.	0.20
12/03/18	JCPE	Correspond with Houlihan team regarding plan supplement filings (.3); correspond with V&E team regarding same (.5); review same (.3); draft retained causes of action for plan supplement filing (.2); correspond with BRG and V&E teams regarding same (.2); correspond with E. Neuman regarding plan supplement filing notice (.2); telephone conference with TPG regarding status update (.5); correspond with M. Struble regarding plan analysis (.1); correspond with Z. Paiva regarding plan research and follow-up questions (.3); correspond with Prime Clerk regarding service of plan supplement filings (.1); correspond with D. Meyer regarding next steps and strategy (.4).	3.10
12/03/18	MDST	Draft Confirmation Order.	1.70
12/03/18	ZAPA	Research and prepare precedent chart for confirmation objections regarding releases and exculpation provisions.	2.70
12/04/18	MWMO	Review second plan supplement (.1); review financial projections (.1); review disclosure of retained causes of action (.1); correspond with V&E team regarding revisions to second plan supplement, retained causes of action, and financial projections (.2); review correspondence regarding GUC pool estimates (.1); review UCC correspondence regarding document requests (.1).	0.70
12/04/18	JWLE	Review UCC discovery request list (.2); correspond with V&E team regarding UCC discovery requests (1); correspond with V&E team regarding retained claims (.1); review and revise GUC summary deck (.2); review 502b6 analyses (.3).	1.80

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 58

Client/Matter Number TAC503 64000
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Re: Restructuring Advice

12/04/18	GSMI	Review Plan and draft confirmation order for issues regarding executory contracts and unexpired leases (.8); call with V&E team regarding confirmation issues and plan supplement documents (1.1); review plan supplement and rejection notices and proposed cure lists and procedures pursuant to the Plan (1.5).	3.40
12/04/18	DSME	Review GUC claim analysis (.2); correspond with HL and BRG regarding next steps and strategies (.4).	0.60
12/04/18	MDST	Research regarding retained causes of action (.9); correspond with Paul Heath regarding same (.3); correspond with advisors to the company regarding Committee's discovery requests (.5); draft Confirmation Order (1.7).	3.40
12/04/18	AGAP	Draft and revise brief in support of confirmation and review documents associated with same (3.9); correspond with V&E team, company advisors regarding UCC information request (.4).	4.30
12/04/18	ZAPA	Research releases precedent.	4.70
12/05/18	MWMO	Review estimate of GUC pool.	0.10
12/05/18	JWLE	Correspond with Paul Heath regarding confirmation strategy.	0.30
12/05/18	GSMI	Review solicitation package and ballots, plan, disclosure statement, and related documents (1.5); correspond V&E team regarding solicitation procedures and process (.7); correspond with Prime Clerk regarding service and ballot counting for the Plan (.5); correspond with V&E team and Prime Clerk regarding final solicitation package and ballots (1.1).	3.80
12/05/18	DSME	Analyze confirmation issues.	1.00
12/05/18	JCPE	Analyze confirmation issues and review recent precedent.	2.20
12/05/18	MDST	Finish drafting Confirmation Order.	2.10
12/05/18	AGAP	Draft and revise brief in support of confirmation and review documents associated with same (5.7); circulate same with V&E team for review and comment (.3).	6.00
12/05/18	ZAPA	Research release precedent and compile chart.	3.40
12/06/18	PEH	Begin review of draft of confirmation order.	1.20
12/06/18	GSMI	Correspond regarding Plan Supplement issues with the V&E team (.8); review Plan based on questions from landlords regarding rejection issues and Plan process (1.3); calls with V&E team regarding confirmation issues and plan supplement	5.20

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 59

Client/Matter Number TAC503 64000
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Re: Restructuring Advice

		filings (.7); correspond regarding service of additional plan documents with Prime Clerk (.5); prepare issues list for confirmation related to comments and potential objections received so far in the case (1.1); review revisions to the amended plan (.8).	
12/06/18	DSME	Telephone conference with P. Lewis regarding plan comments (.6); analyze confirmation issues (.5); correspond with HL and BRG regarding same (.8).	1.90
12/06/18	JCPE	Correspond with V&E team regarding plan supplement filing (.3); review and comment on confirmation brief (.6); analyze confirmation issues and strategy (.7).	1.60
12/06/18	MDST	Review draft confirmation brief (1.0); correspond with Garrick Smith regarding question from taxing authorities on plan treatment (.2).	1.20
12/06/18	ZAPA	Research release precedent (2.2); draft summary chart of same (3.2).	5.40
12/07/18	PEH	Continue review and edit of confirmation order (2.5); conference to discuss changes to confirmation order with Matt Struble (.2); begin review of draft of confirmation brief (.5).	3.20
12/07/18	MWMO	Review correspondence regarding lease rejections (.1); begin review of confirmation order (.2).	0.30
12/07/18	GSMI	Correspond with advisors regarding Plan issues and potential amendments for confirmation (1.2); review Plan and proposed Plan Supplement documents and discuss with V&E team and the Company (.7).	1.90
12/07/18	JCPE	Conference call with Kilpatrick regarding update and next steps (.4); conference call with same regarding status (.2); analyze confirmation issues and settlement strategy (.9); conference with V&E team regarding same (.5).	2.00
12/07/18	MDST	Meet with Paul Heath regarding comments to draft Confirmation Order (.3); revise Confirmation Order (1.7).	2.00
12/07/18	MJPY	Evaluate confirmation brief (.5); communications with counsel to utility provider (.2).	0.70
12/07/18	ZAPA	Research release precedent and compile chart.	1.40
12/08/18	GSMI	Review objections filed to Plan confirmation and proposed responses (.4); review potential U.S. Trustee issues to confirmation and prepare responses by email (.7).	1.10
12/08/18	DSME	Correspond with P. Parsons regarding plan issue (.2); correspond with V&E team confirmation issues (.3).	0.50

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 60

Client/Matter Number TAC503 64000
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Re: Restructuring Advice

12/09/18	PEH	Review and comment on draft of confirmation brief.	4.20
12/09/18	DSME	Review term sheet.	1.50
12/09/18	JCPE	Review and revise confirmation brief (2.8); analyze related issues (.4).	3.20
12/09/18	AGAP	Review P. Heath comments to confirmation brief.	0.70
12/10/18	PEH	Participate in call with UCC counsel on proposed settlement term sheet (.8); review settlement term sheet (.1); correspond with V&E team regarding UCC settlement (.3); correspond with V&E team regarding management consulting agreements (.5); review informal comments/objections to plan (.4); correspond with V&E team regarding same (.4).	2.50
12/10/18	JMR	Correspond with Jordan Leu regarding UCC plan settlement offer.	0.20
12/10/18	GSMI	Research related to U.S. Trustee comments to the chapter 11 plan.	1.20
12/10/18	DSME	Review proposed settlement term sheet (.4); correspond with team regarding same (.3); telephone conference with D. Posner regarding settlement proposal (.8); correspond with P. Heath regarding settlement (.2); telephone conference with D. Posner regarding settlement issues (.4); calls with counsel regarding UCC settlement discussions (1.2); office conference with J. Peet regarding same (.4); follow-up with P. Lewis regarding status/ strategy (.3).	4.00
12/10/18	JCPE	Review and analyze UCC term sheet issues (.6); office conference with David Meyer regarding next steps, settlement strategy (.4); finalize confirmation brief comments (.5); correspond with Andrew Geppert regarding same (.1); telephone conference with V&E, KTS regarding term sheet (.5); analyze UST comments to the plan (.7); correspond with V&E team regarding same (.4); analyze confirmation issues (1.2); correspond with company regarding term sheet (.1); correspond with TPG regarding same (.1); correspond with V&E team regarding lien perfection (.1); telephone conference with V&E, Peter Lewis regarding confirmation strategy (.6).	5.30
12/10/18	MDST	Review objections to confirmation of Plan and U.S. Trustee's comments to Plan and Plan Supplement (.60); review draft email responding to U.S. Trustee (.20); review Committee's proposed settlement term sheet (.30).	1.10
12/10/18	AGAP	Draft and revise brief in support of approval of disclosure statement and confirmation of Plan (4.8); call with V&E team regarding assumed lease schedule to be filed as part of plan supplement (.4); correspond with J. Peet regarding confirmation brief (.3).	5.50

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Re: Restructuring Advice

12/10/18	ZAPA	Revise research on release and exculpation provisions (.2); correspond with V&E team regarding research assignment (.2); research precedent regarding plan issue (1.6).	2.00
12/11/18	PEH	Review informal comments and other pleadings related to plan confirmation (.40); review and revise possible responses (.40); correspond regarding same with David Meyer and Garrick Smith (.30); correspond with V&E team regarding UCC term sheets (.6).	1.70
12/11/18	MWMO	Review correspondence regarding 503c and issues related to same.	0.20
12/11/18	JMR	Correspond with Jordan Leu regarding avoidance actions (.3); correspond with Jordan Leu regarding declarations (.6).	0.90
12/11/18	GSMI	Review and resolve comments and potential objections filed in the bankruptcy case with counsel for landlords, contract counterparties, and tax authorities (2.6); correspond regarding plan objection issues with V&E team and with the Company and BRG to resolve ahead of confirmation (1.4); email with BRG, V&E, and the Company related to U.S. Trustee issues for potential objection (.8); review Plan confirmation issues (.5); correspond with V&E team regarding Plan amendments and plan supplement documents (.8); email with creditors regarding inquiries from creditors regarding Plan confirmation and the Effective Date (.5).	6.60
12/11/18	DSME	Review UST comments to confirmation (.8); work on Committee settlement and deal (.3); multiple calls regarding term sheet and settlement (.6); conference with Jessica Peet regarding settlement terms (.5); telephone conference with management team regarding confirmation objections (.4); correspond with Paul Heath and Garrick Smith regarding confirmation objections (.3); telephone conference with P. Lewis regarding plan issues (.3).	3.20
12/11/18	JCPE	Analyze issues related to settlement terms (.4); conference with David Meyer regarding same (.5); telephone conference with KTS, Peter Lewis, V&E regarding plan settlement term sheet (.3); telephone conference with TPG regarding plan settlement status (.4); correspond with V&E team regarding plan supplement (.1); correspond with Andrew Geppert regarding confirmation brief (.5); correspond with Matt Pyeatt regarding plan issue (.5); review and analyze confirmation brief (.7); analyze avoidance action summary (.2); correspond with Zack Paiva regarding dischargeability research (.2); correspond with Peter Lewis regarding next steps, plan issues (.6).	4.40
12/11/18	MDST	Review draft agreement (.5); correspond with V&E team regarding same (.3).	0.80

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12/11/18	AGAP	Review and revise confirmation brief (1.7); revise same to incorporate comments from V&E team (2.5); correspond with BRG regarding same (.3); correspond with Company regarding plan (.3); analyze case developments (.2); incorporate same into confirmation brief (.5); revise brief to address Plan injunction provisions (1.4); correspond with BRG regarding assumed contract schedule (.7); circulate same with JLL and company for review and confirmation (.2); analyze plan issues (.5); correspond with V&E team regarding same (.5); correspond with V&E team regarding credit inquiry and confirmation (.4).	9.20
12/11/18	MJPY	Analyze plan confirmation objection issues (.4); revise declaration in support of confirmation (.8).	1.20
12/11/18	ZAPA	Research 503c arguments and draft talking points (2.9); research dischargeability issues (1.2).	4.10
12/12/18	PEH	Analyze plan issues (.6); e-mail regarding settlement issues with UCC (.3); analyze updates regarding same (.6); review and discuss revisions to same (.5); review e-mails and pleadings related to plan confirmation (.8); review chart outlining objections (.2); review revised confirmation order (.3).	3.30
12/12/18	JWLE	Consider proposed language to address taxing authorities' plan concerns (.2); review plan settlement term sheet and related correspondence (.2); review CJD objection (.1); review UCC objection draft (.2).	0.70
12/12/18	GSMI	Review Plan and Confirmation Order provisions related to tax authority and landlord issues and objections (.6); correspond with V&E team regarding revisions to Plan and Confirmation Order related to U.S. Trustee issues (1.1); review and analyze confirmation schedule and necessary plan documents for confirmation (.6).	2.30
12/12/18	DSME	Correspond with P. Lewis regarding plan objection deadline (.4); correspond regarding notice issues (.4); analyze confirmation strategy (.8); office conference with J. Peet regarding confirmation (.2); analyze developments regarding settlement term sheet (1.7); correspond with advisors regarding same (1.0); review revised plan supplement materials (.5); telephone conference with BRG regarding same (.8); review confirmation order and brief (1.3); provide comments to same (1.1); analyze next steps (.5); correspond with client regarding confirmation question (.7); prepare for confirmation hearing (1.5); review correspondence regarding deal updates (.4).	11.30
12/12/18	JCPE	Conference with David Meyer regarding settlement, proposed next steps (.2); review revised confirmation brief (.6);	4.20

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		correspond with Paul Heath and David Meyer regarding same (.1); telephone conference with David Meyer and Peter Lewis regarding settlement (.5); correspond with HL, BRG, V&E regarding next steps and strategy (.3); revise term sheet (.2); correspond with David Meyer regarding same (.1); review and analyze research regarding plan objection (.5); correspond with company regarding term sheet (.2); correspond with Peter Lewis regarding same (.2); correspond with KTS, Peter Lewis, V&E regarding settlement term sheet (.2); review draft committee objection (.6); review draft declaration of Haywood Miller (.4); correspond with Matt Pyeatt regarding same (.1).	
12/12/18	MDST	Review confirmation objections (1.2); update objection resolution table with new objections (.6); call with V&E team regarding objections (.2); call with counsel for Interactive Health regarding cure question (.2); analyze issues regarding same (.2); review and revise Confirmation Order with comments from David Meyer (1.0).	3.40
12/12/18	AGAP	Draft and revise confirmation brief (1.8); correspond with David Meyer regarding review of same (.2); correspond with JLL regarding assumed contract/lease schedule (1.3); correspond with BRG regarding same (.9); correspond with counsel to Willis of Texas regarding cure amount and extension to deadline to object (.4); review objections to confirmation of plan (1.5).	6.10
12/12/18	MJPY	Draft plan confirmation chart (.6); correspond with client regarding creditor objection to support confirmation issue (.5); analyze creditor inquiry (.2); draft and revise declaration of Haywood Miller in support of plan confirmation (2.3).	3.60
12/12/18	ZAPA	Research regarding Bankruptcy Code 503c arguments (2.1); draft talking points related to same (1.7); review plan objections (1.4); draft response checklist in connection with same (.7).	5.90
12/13/18	PEH	Correspond with David Meyer and Jessica Peet regarding settlement and other confirmation issues (1.3); correspond with V&E team regarding confirmation issues and resolutions (.7); correspond with Peter Lewis regarding confirmation issues, hearing preparation meeting and settlement issues (.4).	2.40
12/13/18	PEH	Call with committee counsel to discuss settlement.	0.50
12/13/18	MWMO	Revise declaration of Adam Dunayer (.3); correspond with Jordan Leu regarding same (.2); revise language regarding valuation (.4).	0.90
12/13/18	JWLE	Review and revise Miller declaration (2.0); analyze Dunayer declaration (.4); revise same (.3); correspond with Houlihan team and Jeremy Reichman regarding same (.3); correspond	4.90

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		with Matt Moran regarding Miller declaration (.2); draft settlement language for confirmation order regarding Rosebriar (.8); correspond with V&E team throughout day regarding taxing authority plan language (.3); revise same (.2); review vendor payment histories and avoidance action analysis (.2); correspond with Jeremy Reichman and Jessica Peet regarding same (.2).	
12/13/18	JMR	Review and analyze revised valuation materials (.8); continue to draft and revise Dunayer declaration (1.9); correspond with Matt Moran and Jordan Leu regarding declarations (.8); review and analyze UCC's plan objection (1.0); correspond with Jordan Leu and Jessica Peet regarding avoidance actions (.2).	4.70
12/13/18	GSMI	Analyze plan issues for confirmation and preparation for the confirmation hearing (1.1); review plan issues affecting assumption of unexpired leases and discuss with parties objecting or commenting for discussion for confirmation (1.3); review tax related plan provisions (.9).	3.30
12/13/18	DSME	Telephone conference with company and V&E team regarding plan confirmation issues (.5); telephone conferences with Haywood Miller regarding confirmation preparations (1.2); telephone conferences with Adam Dunayer regarding confirmation preparations (.8); correspond with Paul Heath regarding settlement confirmation issues (1.2); telephone conferences with Peter Lewis regarding confirmation issues (1.3); email with Peter Lewis regarding same (.4); review settlement (.8); telephone conference with UCC regarding settlement (.5); telephone conference with JLL regarding lease issues and confirmation points (.6).	7.30
12/13/18	JCPE	Conference call with company and V&E regarding insurance and plan provisions (.5); conference call with V&E and KTS regarding plan settlement term sheet (.5); review and analyze plan objections (1.6); correspond with objection party regarding resolution of plan objection (.2); analyze term sheet issues (.5); correspond with V&E team regarding next steps and strategy (.8).	4.10
12/13/18	JCPE	Review avoidance action analysis (.1); correspond with Jeremy Reichman and Jordan Leu regarding same (.1).	0.20
12/13/18	MDST	Revise Confirmation Order (1.0); email with client regarding creditor issue (.2); analyze plan objections (.3).	1.50
12/13/18	AGAP	Draft and revise confirmation brief to respond to objections (3.4); research regarding same (1.8); correspond with JLL regarding assumed contract schedule (.9); correspond with BRG regarding same (.7); correspond with V&E regarding same (.9); correspond with Elizabeth Neuman regarding confirmation preparation (.2).	7.90

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12/13/18	MJPY	Revise Haywood Miller declaration in support of confirmation per Jessica Peet and Jordan Leu comments (1.5); analyze consulting agreements and plan to support same (.4); analyze and update confirmation objection summary chart (.2).	2.10
12/13/18	ZAPA	Review filed objections (1.3); revise objection/comment tracker in connection with same (.8); research rejection of employment agreement case law (2.9).	5.00
12/14/18	PEH	Review issues on consulting agreements and review of revised drafts (.3); correspond with Matt Moran, David Meyer and Shane Tucker regarding same (.2); review pending objections (.8); correspond with Matt Moran and David Meyer regarding same (.3); correspond with V&E team on strategy and possible settlement (.7); review and revision of settlement language for taxing authorities (.4).	2.70
12/14/18	MWMO	Correspond with V&E team regarding settlement negotiations.	0.40
12/14/18	JMR	Draft and revise declaration of Guillermo Perales (2.6); correspond with V&E Team regarding evidence for confirmation hearing (.6); correspond with Peter Lewis regarding Guillermo Perales declaration (.2).	3.40
12/14/18	GSMI	Calls with landlords and counsel for objectors to the plan to resolve objections and comments to the Plan (2.4); draft and revise proposed language for resolution of objections with various parties (1.7); email with V&E team regarding objection language and issues and proposed resolution for confirmation (.8); email with objecting parties regarding language and resolution of discrepancies (.9); review Plan issues (.2); correspond regarding confirmation order and Plan issues with Matt Pyeatt and Matt Struble (.3); review Plan for potential revisions related to various comments and objections filed in the bankruptcy case (.8); prepare for confirmation hearing (.7); review Adam Dunayer declaration and supporting evidence for confirmation of the Plan (.5).	8.30
12/14/18	DSME	Review Bankruptcy Code 503c research (.9); correspond with Matt Moran and Paul Heath regarding confirmation preparations (.3); review plan supplement changes (.6); correspond with Paul Heath and Shane Tucker regarding plan supplement (.2); office conference with Jessica Peet regarding settlement strategy and confirmation items (.5); participate in call with V&E team regarding workstreams (.5); telephone conference with JLL and Company regarding leases and strategies (1.3); telephone conferences with Peter Lewis regarding plan and next steps (.7); telephone conference with David Posner regarding settlement issues (.6); correspond with V&E team regarding settlement discussions and strategy/tactics regarding same (.5).	6.10

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12/14/18	JCPE	Call with KTS regarding settlement issues (.6); correspond with David Meyer regarding settlement strategy and confirmation items (.5); correspond with Matt Struble regarding confirmation strategy (.5); correspond with V&E team regarding Sagenet (.3); analyze confirmation issues (1.2); review status of plan supplement items (.4); correspond with company regarding settlement term sheet (.3); review and analyze objection summary chart (.3); correspond with Matt Struble regarding confirmation order (.2); review revised confirmation brief (.5); telephone conference with BRG regarding confirmation and closing (.3); correspond with V&E team regarding next steps (.6).	5.70
12/14/18	MDST	Correspond regarding creditor issues with Jessica Peet (.3); correspond with Garrick Smith and Matt Pyeatt regarding resolution of objections (.3); review draft declaration of Guillermo Perales (.3); review draft Witness and Exhibit List (.1); review and revise Confirmation Order (3.0); correspond with Jessica Peet regarding Confirmation Order (.2).	4.20
12/14/18	AGAP	Review and analyze all objections and revise confirmation brief to incorporate responses to plan objections (5.3); research regarding same (2.0); correspond with V&E corporate team regarding plan supplement materials (.2); compile all confirmation documents for David Meyer's review and circulate with same (.4).	7.90
12/14/18	MJPY	Revise Haywood Miller declaration in support of confirmation per Matt Moran and Jordan Leu's comments to same (1.2); analyze confirmation brief to support same (.7); correspond with Garrick Smith and Matt Struble regarding objections and informal comments to plan confirmation (.3); review proposed confirmation order and comment on same (.8); review consulting agreements to support Miller Declaration (.4).	3.40
12/14/18	EENE	Organize binder of Plan Objections for David Meyer (1.0); obtain precedent case documents for Zachary Paiva (1.0); review precedent per attorneys (1.0); review court documents for and complete chart regarding opposing counsel's contact information per Jordan Leu (1.3); correspond with attorneys and Prime Clerk regarding confirmation preparation (.2).	4.50
12/14/18	EENE	Communicate with attorneys regarding confirmation materials.	2.00
12/14/18	ZAPA	Review draft confirmation brief (.3); draft confirmation brief objection chart (1.7); analyze and continue 503c research and related talking points (.8).	2.80
12/15/18	PEH	Correspond with V&E team regarding possible settlement and related confirmation issues (.3); review and comment on confirmation affidavits (1.1); review and comment on revised confirmation order (1.1); correspond with David Meyer regarding settlement (.2); review and comment on	4.10

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		confirmation affidavits (1.2); telephone conference with David Meyer regarding settlement proposal (.2).	
12/15/18	MWMO	Correspond with Peter Lewis regarding revisions to declaration (.1); correspond with Jeremy Reichman regarding same (.3); prepare related summaries (.2); correspond with V&E team regarding settlement negotiations (.3).	0.90
12/15/18	DSME	Review confirmation brief (2.2); email with Matt Struble, Jessica Peet, and Peter Lewis regarding confirmation order (.1); telephone conference with Paul Heath regarding settlement proposal (.2); telephone conferences with V&E team and David Posner regarding same (.8); correspond with V&E team regarding same (.5); review and revise settlement term sheet (.9); correspond with Andrew Geppert regarding same (.3); correspond with V&E team regarding confirmation issues (.8).	5.80
12/15/18	JCPE	Correspond with V&E team regarding confirmation issues and confirmation order.	0.80
12/15/18	MDST	Review Confirmation Brief (2.3); email with David Meyer, Jessica Peet, and Peter Lewis regarding Confirmation Order (0.1).	2.40
12/15/18	PJTA	Correspond with Andrew regarding plan supplement.	0.20
12/15/18	AGAP	Coordinate with GDOCS to create table of contents and table of authorities for confirmation brief (.2); correspond with GDOCS regarding same (.3); correspond with P.J. Tatum regarding plan supplement (.2); review and revise Global Settlement Term Sheet consistent with comments from David Meyer (.9); correspond with David Meyer regarding same (.3); review David Meyer comments to confirmation brief (.8); revise brief consistent with same (2.3).	5.00
12/15/18	MJPY	Analyze Paul Heath's comments to Miller Declaration (.4); revise Miller Declaration per Paul Heath's Comments (1.0); correspond with V&E team regarding same (.3).	1.70
12/16/18	PEH	Prepare for and conference call with client team and other case professionals regarding UCC settlement (.5); review of confirmation declarations (1.5); correspond with V&E litigation team regarding same (.3); review and revise plan to incorporate UCC settlement (2.2); correspond with David Meyer and Matt Struble regarding same (1.8); review and comment on confirmation brief (2.2); correspond regarding comments to same with Andrew Geppert (.8); correspond with V&E team on confirmation issues and solutions (.5).	9.80
12/16/18	MWMO	Review revised declarations (.7); review research on 503c issues (.5); review revisions to plan (.3); review and analyze CJD objection (.4).	1.90

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12/16/18	JWLE	Conference call with client and V&E team regarding UCC settlement and confirmation hearing strategy (.3); correspond with V&E litigation team regarding confirmation hearing strategy (.8); review and revise confirmation brief (1.5); review and revise Perales declaration (.5); review and revise Miller declaration (.8); review and revise Dunayer declaration (.3).	4.20
12/16/18	JMR	Continue to draft and revise Dunayer declaration (1.3); correspond with Matt Moran and Jordan Leu regarding same (1.2); continue to draft and revise Guillermo Perales declaration (2.5).	5.00
12/16/18	GSMI	Review objections filed by individual landlords, taxing authorities, U.S. Trustee, and the Committee (1.2); revise language in response to objections to prepare confirmation order and resolve objections consensually (1.6); review email comments related to objection issues and proposed resolution for confirmation of the plan (.5); review Plan related to comments raised by various parties filing objections or potentially raising objections at the hearing (.7); review and revise confirmation order for the plan based on plan issues raised by objections (.5); correspond with V&E team related to plan and confirmation order revisions (.6).	5.10
12/16/18	DSME	Participate in call with clients and V&E team regarding status of settlement and confirmation hearing (.5); analyze changes to plan and confirmation order to implement settlement (2.1); correspond with V&E team regarding revisions to same (1.3).	3.90
12/16/18	JCPE	Review and analyze materials related to settlement (2.2); correspond with V&E team regarding strategy and next steps (1.8); review and revise opt-in procedures (2.1); conference call with company, V&E and BRG regarding settlement status (.5); correspond with V&E team regarding plan supplement issues (1.1); call with KTS regarding settlement logistics (.3); correspond with David Meyer regarding same (.4).	8.40
12/16/18	MDST	Conference call with V&E management and BRG regarding settlement with Committee (.5); correspond with V&E team regarding implementation of settlement (.5); review and revise chapter 11 plan (2.9); revise Confirmation Order and review revised Confirmation Brief in connection with same (1.6); call with Franco Finizio regarding amended Plan and timing (.1).	5.60
12/16/18	AGAP	Conference with Company, BRG and V&E regarding global settlement (.5); review precedent and conduct research regarding issues related to settlement (1.5); draft and revise confirmation brief to incorporate global settlement (3.4); correspond with V&E team regarding open items in confirmation brief (1.3); review comments to brief from J. Leu and P. Heath (.7); correspond with P. Heath regarding same (.3); revise brief consistent with same (3.5).	11.20

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12/16/18	MJPY	Revise Declaration of Haywood Miller per David Meyer comments to same (.5); attend conference call with Company, V&E and BRG regarding Committee settlement and confirmation hearing strategy (.5); evaluate revised drafts of plan, confirmation brief, and related declarations (.5); further revise Haywood Miller declaration per same (2.2); further revise same with multiple comments received from V&E team (.7); correspond with client regarding same (.2).	4.60
12/16/18	ZAPA	Review draft confirmation brief (.4); revise confirmation brief exhibit objection chart (.4); draft global settlement opt-in form (3.9); research precedent regarding modified plan issues (3.1).	7.80
12/17/18	PEH	Review and comment on revised confirmation brief, plan supplement, and confirmation order (4.7); correspond with V&E team regarding document comments, issues and proposed resolutions on various objections (2.3); correspond with client on confirmation issues (.2); call with UCC counsel on plan issues (.4).	7.60
12/17/18	MWMO	Review and revise confirmation brief (2.5); review and revise Declarations of Haywood Miller, Adam Dunayer, and Guillermo Perales throughout day (1.5); review and revise notice to GUC claim holders regarding global settlement (.3); conference with Jordan Leu and Jeremy Reichman regarding supplemental witness and exhibit list (.3); review summary of objections (.3); review email correspondence regarding lease negotiations (.2).	5.10
12/17/18	JWLE	Conference with Matt Moran and Jeremy Reichman regarding confirmation brief (.3); review changes to confirmation brief and related declarations (1.1); research issues related to plan confirmation and release structure (.3); review draft confirmation order (.2).	1.90
12/17/18	JMR	Draft and revise Dunayer and Perales declarations (2.0); review and comment on confirmation brief (1.4); conference with Jordan Leu and Matt Moran regarding same (.3); correspond with V&E litigation team regarding evidence (.8); review and analyze UST and CJD objections (.7).	5.20
12/17/18	GSMI	Correspond regarding confirmation order issues with the counsel for Texas tax authorities (2.1); draft and revise confirmation order language to resolve objections by the Texas taxing authorities and landlords (2.7); review tax obligations and confirm with the Company and BRG (.8).	5.60
12/17/18	DSME	Review and revise brief (1.6); review Dunayer declaration (.8); review opt in procedures (.7); correspond with J. Peet regarding confirmation workstreams (.5); review Miller declaration (.7); telephone conference with H. Miller (.2);	7.50

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		review DIP draw (.5); review confirmation order (.6); review revised confirmation brief (.5); correspond with P. Heath regarding plan comments (.8); correspond with V&E, client regarding confirmation issues (.6).	
12/17/18	JCPE	Review and revise objection summary (.8); review objections (.5); correspond with V&E team regarding strategy and objection resolutions (2.3); review revised confirmation brief and comment on same (.4); review vendor agreement (.3); analyze 503c issues (.8); review declarations (.6); correspond with V&E team regarding same (.5); review revised opt-in procedures (.4); correspond with V&E team and Prime Clerk regarding same (.3); correspond with V&E team regarding plan supplement issues (.8); review proposed summary for U.S. Trustee (.3); correspond with V&E team regarding same (.2).	8.20
12/17/18	LMME	Review tax language in confirmation order (.4); conference with Garrick Smith regarding the same (.2).	0.60
12/17/18	MDST	Review Opt-In Procedures (.3); review and revise Confirmation Order (3.8); review revised Confirmation Brief in connection with same (1.6); review Committee's comments to Amended Plan (.5); call with V&E and KTS regarding same (.8); email with V&E team regarding Confirmation Order, Plan, and other items in preparation for Confirmation Hearing (.7); revise Amended Plan (1.1).	8.80
12/17/18	AGAP	Conference with P. Heath regarding comments to confirmation brief (.3); review and revise brief to incorporate comments from M. Moran, D. Meyer, P. Heath, J. Peet, and J. Reichman (4.2); revise brief to incorporate settlement terms and updated negotiations with landlords (1.3); correspond with V&E team regarding same (.4); revise brief to address 1123a4 analysis (1.1); research regarding same (.6); review summary of objections and responses schedule (.3); compile brief for filing (.4); correspond with Company and V&E team regarding assumed contract/lease schedule for plan supplement (.5).	9.10
12/17/18	MJPY	Evaluate confirmation brief (.8); revise Miller Declaration to conform with brief (1.9); evaluate David Meyer comments to same (.4); revise declaration per David Meyer comments (2.1); correspond with Haywood Miller regarding same (.2); revise declaration per Haywood Miller comments to same (.4); correspond with Andrew Geppert regarding confirmation brief (.2); analyze creditor objection issues to support confirmation order (.9); correspond with client regarding same (.3); revise Miller Declaration with comments received from Jordan Leu and Matt Moran (.8); draft correspondence to U.S. Trustee regarding objection to confirmation (.9); correspond with Matt Struble regarding amended plan provisions (.2).	9.10

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12/17/18	EENE	Correspond with court clerk regarding hearing preparation details (.3); obtain precedent case documents for David Meyer (.2); correspond with V&E team regarding filing instructions and electronically file several court documents (.6); correspond with Prime Clerk regarding service instructions (.4); draft Notice of Filing Fourth Supplement to Plan (1.0); prepare additional hearing binders (3.6); correspond with attorneys, staff and outside copy service regarding contents and delivery instructions (2.4); prepare additional hearing materials (2.5).	11.00
12/17/18	ZAPA	Review draft confirmation brief (.4); draft plan settlement opt-in notice (2.3); revise opt-in procedures form (4.2); revise confirmation objection brief exhibit (1.4).	8.30
12/18/18	PEH	Review and revise confirmation order (2.2); correspond with V&E team regarding revisions to confirmation order (.8); correspond with David Meyer regarding plan changes (.5); revise amended plan (.8); correspond with V&E, BRG regarding same (.6); review and revise confirmation presentation (1.5); analyze and revise proposed language on settlements (.9); correspond with V&E team regarding same (1.4); correspond with Taco Supremo counsel regarding plan and confirmation (.6).	9.30
12/18/18	MWMO	Review confirmation brief.	1.50
12/18/18	GSMI	Calls with counsel for landlord parties objecting to the plan (.8); revise language for resolution of tax authority objections to plan (.6); research related to and review of U.S. Trustee comments to confirmation order language and proposed responses (.5); correspond with V&E team proposed resolutions of Committee, U.S. Trustee, landlord, and tax authority objections (1.4); draft and revise language for confirmation order based on compromises and resolutions reached with objecting parties (3.1).	6.40
12/18/18	DSME	Correspond with V&E team regarding finalizing plan and plan supplement for filing (.8).	0.80
12/18/18	JCPE	Analyze issues related to revised plan supplement (1.8); correspond with V&E team regarding same (.9).	2.70
12/18/18	MDST	Call with Peter Lewis regarding Amended Plan (.2); correspond with Taco Supremo and Committee regarding Amended Plan and Proposed Confirmation Order (1.1); draft and file Notice of Filing Amended Plan (1.1); revise, compile, and file Plan Supplement documents (2.5); review and revise Confirmation Order (4.3); draft Notice of Filing revised proposed Confirmation Order and file same (.6); correspond with V&E team regarding finalizing documents (1.9).	11.70
12/18/18	AGAP	Review and revise plan supplement (1.0); correspond with	4.60

I.R.S. NO. 74-1183015

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V&E Invoice

Taco Bueno Restaurants, L.P. February 14, 2019 Page 72

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		V&E and BRG teams regarding same (1.8); correspond with Prime Clerk regarding formatting of same (.3); draft and revise notice of changes to same (1.5).	
12/18/18	MJPY	Revise U.S. Realty confirmation order language (.4); review and revise confirmation brief notebook (.5); review and prepare 503c cases notebook (.5); review and revise confirmation order language for Windstream (.4); correspond with counsel regarding same (.4); correspond with client regarding same (.2); evaluate client documentation to support same (.5); evaluate plan supplement documents prior to filing same (.3); evaluate confirmation order and redline to same (.3); evaluate amended plan (.3); correspond with client regarding health insurance matter to support plan assumption issue (.2).	4.00
12/18/18	ZAPA	Revise opt-in procedures form (3.1); revise opt-in procedures notice (3.4).	6.50
12/19/18	PEH	Review and provide comments to confirmation order, amended plan and amended plan supplement (2.1); correspond with advisors and Peter Lewis regarding same (.7).	2.80
12/19/18	MWMO	Review correspondence regarding finalizing confirmation order (.2); review correspondence regarding effective date and steps to quickly achieve same (.2).	0.40
12/19/18	GSMI	Correspond with parties in interest regarding distributions, timing, and lease negotiation issues (.7); correspond regarding effective date issues and timing with BRG, JLL, V&E team, and the Company (.8); correspond with V&E team and the Court related to confirmation order upload and final confirmation issues (.9).	2.40
12/19/18	MDST	Correspond with V&E team regarding Confirmation Order post-hearing (.8); revise same (1.2); correspond with courtroom deputy regarding same (.5); review email correspondence with management regarding results of hearing (.2).	2.70
12/19/18	MJPY	Prepare materials for confirmation hearing (2.3); draft and revise talking points for same (.5).	2.80
12/19/18	ZAPA	Correspond with Prime Clerk regarding service of Disclosure Statement and Plan (.6); revise opt-in notice for service and corresponding confirmation order language (1.5).	2.10
12/20/18	PEH	Correspond with V&E team and S&S regarding post confirmation and closing date issues.	0.50
12/20/18	DSME	Call with V&E team regarding closing (.3); correspond with JLL regarding same (.1); office conference with J. Peet	1.00

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		regarding closing tasks (.6).	
12/20/18	JCPE	Call with V&E team regarding closing (.3); office conference with David Meyer regarding closing tasks (.6); correspond with V&E team regarding closing items (.8).	1.70
12/20/18	MDST	Correspond with Prime Clerk regarding corrected Confirmation Order (.3); correspond regarding creditor issue (.2).	0.50
12/20/18	ZAPA	Draft and revise opt-in procedures form (1.1); draft and revise opt-in procedures notice (1.3); review service of confirmation order and opt-in materials (.2).	2.60
12/21/18	PEH	Prepare for and conference call with V&E team to discuss effective date issues (.6); correspond with V&E team regarding effective date issues (.3); review checklist for effective date (.1).	1.00
12/21/18	MWMO	Review closing checklist (.1); participate in conference call with V&E team regarding closing checklist (.5); review final judgment in Rosebriar adversary proceeding (.1).	0.70
12/21/18	JWLE	Conference call with V&E team regarding closing checklist.	0.30
12/21/18	JMR	Prepare for and conference call with V&E team regarding closing items.	0.40
12/21/18	DSME	Correspond with V&E team regarding closing items (1.6); prepare for and attend call with V&E team regarding closing checklist (.5).	2.10
12/21/18	JCPE	Correspond with V&E team regarding closing items (1.7); prepare for and lead call with V&E team regarding same (.6); correspond with Matt Struble regarding closing checklist (.4).	2.70
12/21/18	MDST	Draft closing checklist for plan effective date (1.5); review plan and confirmation order in connection with same (1.7); correspond with Jessica Peet regarding same (.9); call with SageNet's general counsel regarding vendor release agreement (.2); correspond with Philip Parsons regarding same (.4).	4.70
12/21/18	MDST	Prepare for and attend conference call with V&E team regarding closing date checklist and other effective date preparations.	0.70
12/24/18	DSME	Correspond with V&E team regarding effective date issues.	1.30
12/24/18	MJPY	Correspond with V&E team regarding effective date issues.	0.20
12/26/18	PEH	Correspond with V&E team on effective date issue and workstreams.	0.40

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12/26/18	DSME	Review closing items (.9); correspond with V&E team regarding effective date items/issues (.7).	1.60
12/26/18	JCPE	Correspond with BRG, Peter Lewis, V&E team regarding closing and next steps.	1.80
12/26/18	MDST	Review closing checklist (.3); correspond regarding same with Peter Lewis (.3); correspond with Jessica Peet and David Meyer regarding same (.1).	0.70
12/26/18	EENE	Obtain updated docket report for attorneys (.1); review court documents for calendar details and complete calendaring (.4); review docket for service status of Post-Confirmation Order (.2); correspond with Jessica Peet and Prime Clerk regarding findings and service instructions (.3).	1.00
12/27/18	PEH	Correspond with V&E, BRG regarding effective date issues and proposed solutions (.7); review of sources and uses and prepare comments to same (.3).	1.00
12/27/18	DSME	Review effective date pending items (.6); review sources and uses (.4).	1.00
12/27/18	JCPE	Correspond with V&E regarding closing workstreams (.9); correspond with BRG regarding same (.7); correspond with company regarding closing items (.7).	2.30
12/27/18	MDST	Review email correspondence regarding sources and uses and closing checklist items (.2); review email correspondence regarding status of lease negotiations (.1).	0.30
12/27/18	ZAPA	Draft and revise opt-in procedures form and opt-in procedures notice (1.2).	1.20
12/28/18	PEH	Conference call with V&E team, BRG regarding effective date status and workstreams (.7); correspond with V&E team on effective date issues, workstreams and resolutions (.8).	1.50
12/28/18	JWLE	Attend portion of conference with V&E team and BRG regarding open items relating to effective date.	0.50
12/28/18	JMR	Participate in call with V&E Team and BRG regarding closing task list.	0.70
12/28/18	DSME	Telephone conference with J. Peet regarding status update (.4); participate in call with V&E team regarding closing items (.7); review effective date open items (.6); finalize sources and uses (.8); telephone conference with H. Miller regarding same (.3); telephone conference with P. Lewis regarding same (.3); telephone conference with N. Herman regarding emergence issues (.4); telephone conference with JLL team regarding same (.3).	3.80

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12/28/18	JCPE	Correspond with BRG and V&E team regarding open items for emergence (2.0); telephone conference with David Meyer regarding closing status (.4); correspond with V&E team regarding same (.8); correspond with BRG regarding same (.6); correspond with Peter Lewis regarding same (.4).	4.20
12/28/18	MDST	Draft Notice of Effective Date (.3); review email correspondence from JLL and V&E teams regarding lease negotiations and impact on ability to close (.1); review email correspondence regarding closing items (.1); conference call with V&E and BRG teams regarding open items for going effective (.8).	1.30
12/28/18	PJTA	Call with V&E team and BRG team regarding closing status.	0.80
12/28/18	MJPY	Participate in conference call with BRG and V&E regarding plan effective date matters (.7); analyze funds flow and checklist (.2); review and revise closing items and circulate same with V&E team (.3).	1.20
12/28/18	ZAPA	Call with BRG and V&E regarding closing.	0.90
12/29/18	PEH	Review and revise notice of effective date (.1); correspond with V&E team regarding effective date issues (.3).	0.40
12/29/18	MJPY	Correspond with client and Taco Supremo counsel regarding closing items.	0.20
12/29/18	ZAPA	Review and revise opt-in procedures form and opt-in procedures notice.	0.30
12/30/18	PEH	Correspond with Company regarding effective date issues and potential solutions to same (.4); correspond with V&E team regarding same (.8); correspond with Taco Supremo regarding same (.6).	1.80
12/30/18	MWMO	Review email correspondence regarding effective date items, finalizing lease amendments, sources and uses at funding, and related issues.	1.00
12/30/18	DSME	Review closing items and open issues (1.1); correspond with V&E team regarding same (.7); calls with V&E team regarding same (.9); correspond with counsel to Taco Supremo regarding same (.9); correspond with BRG and JLL regarding same (1.5).	5.10
12/30/18	MDST	Review email correspondence regarding open items in preparation for closing and emergence (1.0).	1.00
12/30/18	MJPY	Analyze revised effective date/sources and uses checklist (.2); review closing items (.2); correspond with V&E team regarding stipulation agreements (.4).	0.80

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Re: Restructuring Advice

12/30/18	ZAPA	Review and revise opt-in procedures form and opt-in procedures notice (.7).	0.70
12/31/18	PEH	Conference with V&E team and Company advisors regarding closing mechanics for plan effective date (2.5); conference with Taco Supremo's counsel regarding same (.7); conference with Spirit regarding same (.5); correspond with all regarding same (1.1).	4.80
12/31/18	DSME	Correspond with V&E team regarding closing items and open issues (2.7); correspond with Company advisors regarding same (.9); correspond with Taco Supremo regarding same (.5); review and comment on closing deliverables (3.6).	7.70
12/31/18	JCPE	Correspond with BRG regarding closing matters and open issues (.5); correspond with Company regarding same (.5); correspond with V&E team regarding same (.9).	1.90
12/31/18	MDST	Revise Notice of Effective Date (.6); review Opt-In Notice, Opt-In Form, and Confirmation Order in connection with same (.3); email correspondence with V&E team regarding closing and occurrence of Effective Date (.8).	1.70
12/31/18	MJPY	Correspond with Taco Supremo counsel regarding closing items (.2); analyze matter correspondence regarding sources and uses checklist (.2); analyze issues regarding effectiveness of plan confirmation (.4); correspond with BRG and U.S. Trustee regarding monthly operating report (.2).	1.00

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Plan and Disclosure Statement

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	77.50	625.00	48,437.50
PEH	Paul E. Heath	67.30	1050.00	70,665.00
JWLE	Jordan W. Leu	15.00	830.00	12,450.00
DSME	David S. Meyer	79.20	1110.00	87,912.00
LMME	Lauren M. Meyers	0.60	575.00	345.00
MWMO	Matthew W. Moran	14.40	1050.00	15,120.00
EENE	Elizabeth E. Neuman	18.50	295.00	5,457.50
ZAPA	Zachary A. Paiva	67.80	510.00	34,578.00
JCPE	Jessica C. Peet	71.30	830.00	59,179.00
MJPY	Matthew J. Pyeatt	36.60	650.00	23,790.00
JMR	Jeremy M. Reichman	20.50	760.00	15,580.00
GSMI	Garrick C. Smith	58.90	720.00	42,408.00
MDST	Matthew D. Struble	63.50	535.00	33,972.50
PJTA	Patrick J. Tatum	1.00	625.00	625.00
Total		592.10		450,519.50

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Client/Matter Number TAC503 64000
Invoice Number 25609337
Billing Attorney David S. Meyer

Re: Restructuring Advice

Fees for services posted through December 31, 2018:

Re: Valuation

Date	Initials	Description	Hours
12/02/18	JWLE	Review correspondence regarding projections and valuation.	0.10
12/11/18	AGAP	Correspond with Houlihan regarding valuation analysis.	0.20
12/12/18	JCPE	Review valuation materials.	0.10
12/14/18	PEH	Review and comment on updated valuation materials.	0.20
12/14/18	JWLE	Review updated valuation analysis.	0.10
12/14/18	JMR	Review and analyze revised valuation materials (1.1); correspond with Matt Moran regarding same (.3).	1.40

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Client/Matter Number TAC503 64000
Invoice Number 25609337
Billing Attorney David S. Meyer

Re: Restructuring Advice

Summary of services - Valuation

Initials	Name	Hours	Eff. Rate	Amount
AGAP	Andrew Geppert	0.20	625.00	125.00
PEH	Paul E. Heath	0.20	1050.00	210.00
JWLE	Jordan W. Leu	0.20	830.00	166.00
JCPE	Jessica C. Peet	0.10	830.00	83.00
JMR	Jeremy M. Reichman	1.40	760.00	1,064.00
Total		2.10		1,648.00

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Exhibit I

Detailed Description of Expenses and Disbursements

V&E Invoice

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Disbursements and other charges posted through November 30, 2018:

Travel			
11/06/18	JCPE	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029124529 DATE: 11/20/2018 11/06/2018 Taxi UBER - Attend client hearing.	6.46
11/06/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029135596 DATE: 11/20/2018 11/06/2018 Hotel - Internet THE RITZ CARLTON DAL DALLAS TX - Attend client hearing.	16.18
11/06/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029135596 DATE: 11/20/2018 11/06/2018 Hotel - Internet THE RITZ CARLTON DAL DALLAS TX - Attend client hearing.	16.18
11/06/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028991350 DATE: 11/12/2018 11/06/2018 Taxi UBER TRIP IOIHX HELP.UBER.COM CA - Attend client hearing.	10.45
11/06/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028991350 DATE: 11/12/2018 11/06/2018 Internet Services HTTP://WWW.GOGOAIR.C 877-350-0038 IL - Worked on documents for client.	59.95
11/06/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029223660 DATE: 11/26/2018 11/06/2018 Hotel - Parking THE RITZ CARLTON DAL DALLAS TX - Hotel in connection with travel to / from Dallas, TX to work on first day motions and filing of same.	64.00
11/07/18	JWLE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028949233 DATE: 11/9/2018 11/07/2018 Taxi UBER *TRIP-RFLRD HELP.UBER.COM CA - Attend first-day hearings in bankruptcy court	25.77
11/07/18	MWMO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029042785 DATE: 11/13/2018 11/07/2018 Taxi UBER TRIP MIXEC HELP.UBER.COM CA - Attend first-day hearings in bankruptcy court	24.12
11/07/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029124529 DATE: 11/20/2018 11/07/2018 Agency Fees - Other UNITED AIRLINES HOUSTON TX - Attend client hearing. for PEET /ECONOMY P	-62.00
11/07/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029124529 DATE: 11/20/2018 11/07/2018 Internet Services UNITED AIRLINES HOUSTON TX - Attend client hearing.	17.99
11/07/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029135596 DATE: 11/20/2018 11/07/2018 Airfare United Airlines ticket# 7217883946 - Attend client hearing. for PAIVA/ZACHARY ALEXAN Route: DFW EWR on 11/07/2018 - 11/07/2018	491.17
11/07/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029135596 DATE: 11/20/2018 11/07/2018 Taxi UBER TRIP WZGOS HELP.UBER.COM CA - Attend client hearing.	5.89
11/07/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029135596 DATE: 11/20/2018 11/07/2018 Agency Fees - Other UNITED AIRLINES HOUSTON TX - Attend client hearing. for PAIVA /ECONOMY P	-62.00
11/07/18	PEH	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029669663 DATE: 12/11/2018 11/07/2018 Parking Courthouse Parking - Attend hearing	15.00
11/07/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028991350 DATE: 11/12/2018 11/07/2018 Agency Fees - Other UNITED AIRLINES HOUSTON TX - Attend client hearing. for MEYER /ECONOMY P	-116.00
11/07/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028991350 DATE: 11/12/2018 11/07/2018 Taxi DFW TOWN CARS 0047 DALLAS TX - Attend client hearing.	117.00
11/07/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028991350 DATE:	17.99

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V&E Invoice

Taco Bueno Restaurants, L.P. February 14, 2019

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		11/12/2018 11/07/2018 Internet Services UNITED AIRLINES HOUSTON TX - Worked on documents for client.	
11/07/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029223660 DATE: 11/26/2018 11/07/2018 Taxi UBER TRIP X2FVV HELP.UBER.COM CA - Uber to courthouse.	5.89
11/07/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029223660 DATE: 11/26/2018 11/07/2018 Taxi UBER TRIP X2FVV HELP.UBER.COM CA - Uber driver tip.	2.00
11/07/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029223660 DATE: 11/26/2018 11/07/2018 Taxi UBER TRIP VA6SG HELP.UBER.COM CA - Uber to office from courthouse.	9.02
11/08/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029124529 DATE: 11/20/2018 11/08/2018 Hotel - Internet THE FAIRMONT HOTEL D DALLAS TX - Attend client hearing.	14.02
11/09/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029241160 DATE: 11/21/2018 11/09/2018 Airfare Delta Airlines ticket# 7217883968 - Attend client hearing. for PAIVA/ZACHARY ALEXAN Route: LGA/DFW LGA on 11/29/2018 - 11/30/2018	500.00
11/09/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028991350 DATE: 11/12/2018 11/09/2018 Taxi ALL TOWNS LIVERY 030 STAMFORD CT - Attend client hearing.	221.60
11/10/18	JCPE	VENDOR: Carey International; INVOICE#: 76237558; DATE: 11/10/2018; Transportation on 10/26/18 from Laguardia Airport	199.36
11/10/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029223660 DATE: 11/26/2018 11/10/2018 Hotel - Parking THE FAIRMONT HOTEL D DALLAS TX - Hotel in connection with travel to / from Dallas, TX to work with team on RSA and related deal documents and first day motions and filing of same.	103.92
11/16/18	MDST	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029180376 DATE: 11/19/2018 11/16/2018 Taxi UBER TRIP 72P24 HELP.UBER.COM CA - Attend UCC Formation Meeting	11.06
11/16/18	MDST	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029180376 DATE: 11/19/2018 11/16/2018 Taxi UBER TRIP VHUP6 HELP.UBER.COM CA - Attend UCC Formation Meeting	11.94
11/17/18	JCPE	VENDOR: Carey International; INVOICE#: 76239107; DATE: 11/17/2018; Transportation on 11/07/2018 from Newark Liberty International Airport	166.81
11/17/18	JCPE	VENDOR: Embarque Holding Inc; INVOICE#: 76239105; DATE: 11/17/2018; Transportation on 11/04/2018 from 55 W 11th St to Laguardia Airport	111.94
11/17/18	ZAPA	VENDOR: Embarque Holding Inc; INVOICE#: 76239105; DATE: 11/17/2018; Transportation on 11/04/2018 from 217 Thompson St to Laguardia Airport	111.94
11/17/18	EENE	VENDOR: Embarque Holding Inc; INVOICE#: 76239105; DATE: 11/17/2018; Transportation on 11/04/2018 from 925 W End Ave to Laguardia Airport	111.94
11/17/18	ZAPA	VENDOR: Embarque Holding Inc; INVOICE#: 76239105; DATE: 11/17/2018; Transportation on 11/07/2018 from Newark Liberty to 217 Thompson St	138.20
11/20/18	AGAP	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029223660 DATE: 11/26/2018 11/20/2018 Mileage for Travel to / from Dallas, TX to work with team on RSA and related deal documents and first day motions and filing of same. # of miles 512.00	279.04
11/23/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030007037 DATE:	49.95

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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		12/21/2018 11/23/2018 Internet Services HTTP://WWW.GOGOAIR.C 877-350-0038 IL - Worked on documents for client.	
11/26/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 11/26/2018 Train VONLANE DALLAS TX - Travel to / from Dallas, TX to work on second day hearing documents and related issues and attend hearing. for Andrew Geppert traveling From Houston, TX 11/29/2018 - 11/30/2018	206.00
11/27/18	EENE	VENDOR: Carey International; INVOICE#: 76240567; DATE: 11/27/2018; Transportation on 11/7/18 from Newark Liberty to 925 W End Ave	106.20
11/27/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 11/27/2018 Airfare United Airlines ticket# 7224009114 - Attend client hearing in Dallas. for MEYER/DAVID S Route: DFW EWR on 11/30/2018 - 11/30/2018	625.80
11/27/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029806157 DATE: 12/14/2018 11/27/2018 Airfare United Airlines ticket# 7224009116 - Attend client hearing. for PAIVA/ZACHARY ALEXAN Route: DFW EWR on 11/30/2018 - 11/30/2018	625.80
11/27/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029803915 DATE: 12/14/2018 11/27/2018 Airfare United Airlines ticket# 7224009115 - Attend client hearing. for PEET/JESSICA CASBY Route: DFW EWR on 11/30/2018 - 11/30/2018	625.80
11/28/18	DSME	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 11/28/2018 Parking STC Garage - Attend client hearing.	38.00
11/28/18	GSMI	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029428106 DATE: 11/30/2018 11/28/2018 Taxi UBER *TRIP-XXVBN HELP.UBER.COM CA - Attend hearing	25.00
11/28/18	GSMI	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029428106 DATE: 11/30/2018 11/28/2018 Taxi UBER *TRIP-BD2IN HELP.UBER.COM CA - Attend hearing	25.00
11/28/18	MJPY	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029669094 DATE: 12/10/2018 11/28/2018 Taxi Uber - Attend Initial Debtor Interview	7.65
11/29/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 11/29/2018 Taxi UBER TRIP YAJFU HELP.UBER.COM CA - Uber driver tip.	3.00
11/29/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 11/29/2018 Taxi UBER TRIP YAJFU HELP.UBER.COM CA - Uber in connection with trip.	25.57
11/29/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 11/29/2018 Taxi ALL TOWNS LIVERY 030 STAMFORD CT - Attend client hearing.	140.40
11/29/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029806157 DATE: 12/14/2018 11/29/2018 Internet Services HTTP://WWW.GOGOAIR.C 877-350-0038 IL - Prepare for hearing.	39.95
11/30/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 11/30/2018 Taxi UBER *TRIP-42WKL HELP.UBER.COM CA - Uber in connection with trip.	12.83
11/30/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 11/30/2018 Taxi UBER TRIP 42WKL HELP.UBER.COM CA - Uber driver tip.	2.00
11/30/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 11/30/2018 Taxi UBER TRIP LHN6I HELP.UBER.COM CA - Uber in connection with trip.	30.92
11/30/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE:	5.00

I.R.S. NO. 74-1183015

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Taco Bueno Restaurants, L.P. February 14, 2019 Page 83

Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		12/12/2018 11/30/2018 Taxi UBER TRIP LHN6I HELP.UBER.COM CA - Uber driver tip.	
11/30/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 11/30/2018 Airfare United Airlines ticket# 7224009114 - Attend client hearing in Dallas. for MEYER/DAVID S Route: DFW EWR on 11/30/2018 - 11/30/2018	-625.80
11/30/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 11/30/2018 Taxi ALL TOWNS LIVERY 030 STAMFORD CT - Attend client hearing.	140.40
11/30/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 11/30/2018 Taxi UBER *TRIP-NBUPE HELP.UBER.COM CA - Attend client hearing.	18.14
11/30/18	DSME	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 11/30/2018 Agency Fees - Other Delta Airlines - Attend client hearing. for D. Meyer	29.00
11/30/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029806157 DATE: 12/14/2018 11/30/2018 Airfare United Airlines ticket# 7224009116 - Attend client hearing. for PAIVA/ZACHARY ALEXAN Route: DFW EWR on 11/30/2018 - 11/30/2018	-625.80
11/30/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029806157 DATE: 12/14/2018 11/30/2018 Transportation - Overtime CAREY WASHINGTON DC - Attend client hearing.	158.88
11/30/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029806157 DATE: 12/14/2018 11/30/2018 Taxi UBER *TRIP-T24AV HELP.UBER.COM CA - Attend client hearing.	5.89
11/30/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029803915 DATE: 12/14/2018 11/30/2018 Airfare United Airlines ticket# 7224009115 - Attend client hearing. for PEET/JESSICA CASBY Route: DFW EWR on 11/30/2018 - 11/30/2018	-625.80
11/30/18	MWMO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029546684 DATE: 12/5/2018 11/30/2018 Parking Courthouse - Courthouse parking to attend bankruptcy hearing	20.00
11/30/18	PEH	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010029669663 DATE: 12/11/2018 11/30/2018 Parking Courthouse Parking - Attend hearing	15.00
Travel			\$3,751.61

Computer Legal Research

11/30/18		Pacer Service Center Charges	193.40
11/30/18		Lexis Charges	253.78
11/30/18		Westlaw Charges	951.57
Computer Legal Research			\$1,398.75

Photocopy

11/06/18	GSMI	58 pages @ 0.20 per page	11.60
11/07/18	EENE	VENDOR: ELITE DOCUMENT TECHNOLOGY; INVOICE#: 63951; DATE: 11/7/2018; Payment for copy services for first day of hearing in Taco Bueno case	804.19
11/07/18	JWLE	85 pages @ 0.20 per page	17.00
11/07/18	JWLE	1706 pages @ 0.20 per page Black & white printed electronic images	341.20
11/07/18	JWLE	3600 pages @ 0.20 per page Black & white printed electronic images	720.00
11/07/18	JCPE	146 pages @ 0.20 per page Black & white printed electronic images	29.20
11/07/18	MDST	154 pages @ 0.20 per page Black & white printed electronic images	30.80

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11/07/18	MJPY	90 pages @ 0.20 per page Black & white printed electronic images	18.00
11/14/18	EENE	1 page @ 0.20 per page	0.20
11/14/18	EENE	209 pages @ 0.20 per page Black & White printed electronic images (up to 8.5 x 14) 209 ima	41.80
11/14/18	JCPE	37 pages @ 0.20 per page Black & White printed electronic images (up to 8.5 x 14) 37 imag	7.40
11/15/18	MDST	590 pages @ 0.20 per page Black & white printed electronic images	118.00
11/16/18	EENE	1674 pages @ 0.20 per page Black & White printed electronic images (up to 8.5 x 14) 1674 im	334.80
11/21/18	EENE	511 pages @ 0.20 per page Black & White printed electronic images (up to 8.5 x 14) 511 ima	102.20
11/28/18	GSMI	5 pages @ 0.20 per page	1.00
11/28/18	GSMI	5 pages @ 0.20 per page	1.00
11/28/18	GSMI	4 pages @ 0.20 per page	0.80
11/28/18	GSMI	4 pages @ 0.20 per page	0.80
11/28/18	GSMI	40 pages @ 0.20 per page	8.00
11/28/18	GSMI	4 pages @ 0.20 per page	0.80
11/28/18	GSMI	359 pages @ 0.20 per page Black & white printed electronic images	71.80
11/28/18	MWMO	122 pages @ 0.20 per page Black & white printed electronic images	24.40
11/29/18	GSMI	36 pages @ 0.20 per page	7.20
11/29/18	GSMI	24 pages @ 0.20 per page	4.80
11/29/18	GSMI	12 pages @ 0.20 per page	2.40
11/29/18	GSMI	6 pages @ 0.20 per page	1.20
11/29/18	GSMI	7 pages @ 0.20 per page	1.40
11/29/18	GSMI	1 page @ 0.20 per page	0.20
11/29/18	MWMO	606 pages @ 0.20 per page Black & White printed electronic images	121.20
11/29/18	JWLE	2365 pages @ 0.20 per page Black & White printed electronic images	473.00
11/29/18	MWMO	5 pages @ 0.20 per page	1.00
11/29/18	MJPY	42 pages @ 0.20 per page	8.40
11/29/18	EENE	VENDOR: ELITE DOCUMENT TECHNOLOGY; INVOICE#: 64156; DATE: 11/29/2018; Copy Services for Second Day Hearing in Taco Bueno Case	1,129.82
11/30/18	JMR	126 pages @ 0.20 per page Black & White printed electronic images	25.20
Photocopy			\$4,460.81

Color Copies

11/07/18	MDST	132 color copies @ 0.20 per page	26.40
11/07/18	JWLE	6300 color copies @ 0.20 per page	1,260.00
11/07/18	JWLE	136 color copies @ 0.20 per page	27.20
11/20/18	MWMO	330 color copies @ 0.20 per page	66.00
11/28/18	MJPY	24 color copies @ 0.20 per page	4.80
11/29/18	MJPY	63 color copies @ 0.20 per page	12.60
11/29/18	MJPY	42 color copies @ 0.20 per page	8.40
11/29/18	MJPY	42 color copies @ 0.20 per page	8.40
11/29/18	MJPY	126 color copies @ 0.20 per page	25.20
11/29/18	MWMO	2 color copies @ 0.20 per page	0.40
11/29/18	MJPY	63 color copies @ 0.20 per page	12.60
11/29/18	MJPY	42 color copies @ 0.20 per page	8.40
11/30/18	MJPY	30 color copies @ 0.20 per page	6.00
Color Copies			\$1,466.40

Courier Services

11/05/18	DSME	VENDOR: Special Delivery Service, Inc; INVOICE#: 575352; DATE:	216.80
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Client/Matter Number TAC503 64000
 Invoice Number 25609333
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		11/10/2018; Courier Services - 11/05/18 - 11/07/18.	
11/07/18		11/07/2018 Special Delivery to US BANKRUPTCY COURT	22.00
11/07/18	DSME	11/07/2018 Special Delivery to EARLE CABELL FEDERAL BUI	27.00
11/14/18	JWLE	11/14/2018 Special Delivery to WENTWOOD MANAGEMENT	21.80
11/16/18	EENE	VENDOR: FedEx INVOICE#: 637984225 DATE: 11/26/2018 OLD GREENWICH CT US - Tracking#: 773751499090	36.82
11/28/18	JWLE	11/28/2018 Special Delivery to U S DISTRICT COURT - DAL	305.00
11/29/18	GSMI	11/29/2018 Special Delivery to EARL CABELL BLDG	27.00
11/29/18	JWLE	11/29/2018 Special Delivery to USBC-NDTX	28.50
11/29/18	JWLE	11/29/2018 Special Delivery to USBC-NDTX	28.50
11/30/18	ZAPA	11/30/2018 Special Delivery to EARLE CABELL FEDERAL BUI	12.00
Courier Services			\$725.42

Filing Fees

11/06/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028930040 DATE: 11/8/2018 11/06/2018 Fees COURTS/USBC-TX-N-D2 DALLAS TX - Taco Bueno filing fees.	17,170.00
11/06/18	JWLE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010028949315 DATE: 11/9/2018 11/06/2018 Fees COURTS/USBC-TX-N-D2 DALLAS TX - Filing fee for store 3177 adversary proceeding	350.00
11/06/18	MWMO	VENDOR: FileTime, LLC; INVOICE#: 1970112018; DATE: 12/1/2018 - Fees assessed for the filing including court fees, eFileTX fees, FileTime fee. Billing Period - 11/01/18 - 11/30/18.	5.56
11/07/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029124529 DATE: 11/20/2018 11/07/2018 Fees COURTS/USBC-TX-N-D2 DALLAS TX - Attend client hearing.	50.00
11/08/18	MWMO	VENDOR: FileTime, LLC; INVOICE#: 1970112018; DATE: 12/1/2018 - Fees assessed for the filing including court fees, eFileTX fees, FileTime fee. Billing Period - 11/01/18 - 11/30/18.	5.56
Filing Fees			\$17,581.12

Outside Professional Services

11/08/18	DSME	VENDOR: CourtCall LLC; INVOICE#: CC111618; DATE: 11/16/2018; U.S. Bankruptcy Court N.D. Texas (Dallas) 11/06/18.	44.00
11/14/18	EENE	VENDOR: TRANSCRIPTS PLUS; INVOICE#: 2018-273; DATE: 11/14/2018; Payment for transcript of 11/07/2018 court hearing in Taco Bueno Case	665.50
11/26/18	EENE	VENDOR: Veritext Corp.; INVOICE#: NY3552599; DATE: 11/26/2018; Transcript of 11/15/2018 court hearing in Sears bankruptcy case for Taco Bueno	222.00
11/30/18	EENE	VENDOR: TRANSCRIPTS PLUS; INVOICE#: 2018-285; DATE: 11/30/2018; Transcript of 11/30/2018 Court Hearing in Taco Bueno Lead Case	464.00
Outside Professional Services			\$1,395.50

Long Distance Telephone

11/10/18	MWMO	Conference Call 3 Callers	2.22
11/19/18	MWMO	Conference Call 5 Callers	1.32
11/27/18	JWLE	Conference Call 2 Callers	1.50
11/27/18	JWLE	Conference Call 9 Callers	3.99
11/28/18	MWMO	Conference Call 5 Callers	1.24

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Billing Attorney David S. Meyer

Re: Restructuring Advice

Long Distance Telephone	\$10.27
Total	\$30,789.88
Total disbursements and other charges	\$30,789.88
Total fees, all matters	\$894,481.50
Less 10% fee discount	-89,448.15
Total fees, this invoice	\$805,033.35
Total disbursements and other charges, all matters	\$30,789.88

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 Billing Attorney David S. Meyer

Re: Restructuring Advice

Disbursements and other charges posted through December 31, 2018:

Miscellaneous			
12/05/18	EENE	VENDOR: Restructuring Concepts LLC; INVOICE#: 99839; DATE: 12/5/2018; November Chapter 11 Dockets	76.21
Miscellaneous			\$76.21
Travel			
12/01/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 12/01/2018 Taxi UBER *TRIP-RMZU7 HELP.UBER.COM CA - Uber in connection with trip.	11.97
12/01/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029742353 DATE: 12/12/2018 12/01/2018 Taxi UBER TRIP RMZU7 HELP.UBER.COM CA - Uber driver tip.	2.00
12/01/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 12/01/2018 Taxi DFW TOWN CARS 0047 DALLAS TX - Attend client hearing.	117.00
12/01/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 12/01/2018 Taxi DFW TOWN CARS 0047 DALLAS TX - Attend client hearing.	87.00
12/03/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029806157 DATE: 12/14/2018 12/03/2018 Taxi CAREY WASHINGTON DC - Attend client hearing.	186.17
12/05/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029810846 DATE: 12/18/2018 12/05/2018 Internet Services HTTP://WWW.GOGOAIR.C 877-350-0038 IL - Attend client hearing.	49.95
12/06/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030322621 DATE: 1/11/2019 12/06/2018 Internet Services HTTP://WWW.GOGOAIR.C 877-350-0038 IL - Worked on documents for client.	59.95
12/10/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029803915 DATE: 12/14/2018 12/10/2018 Taxi CAREY WASHINGTON DC - Attend client hearing. Taxi from home to airport.	149.08
12/10/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029803915 DATE: 12/14/2018 12/10/2018 Taxi CAREY WASHINGTON DC - Attend client hearing. Taxi from airport to home.	139.62
12/10/18	GSMI	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029970222 DATE: 12/20/2018 12/10/2018 Taxi UBER *TRIP-YGZNB HELP.UBER.COM CA - Attend court hearing	25.00
12/10/18	GSMI	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029970222 DATE: 12/20/2018 12/10/2018 Taxi UBER *TRIP-TX2RT HELP.UBER.COM CA - Attend court hearing	25.00
12/13/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029892244 DATE: 12/18/2018 12/13/2018 Airfare Delta Airlines ticket# 7231269520 - Attend client hearing. for MEYER/DAVID S Route: LGA/DFW LGA on 12/18/2018 - 12/19/2018	1,862.39
12/13/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010029892244 DATE: 12/18/2018 12/13/2018 Airfare Delta Airlines ticket# 7231269520 - Attend client hearing. for MEYER/DAVID S Route: LGA/DFW LGA on 12/18/2018 - 12/19/2018	-1,862.39
12/13/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030007653 DATE: 12/21/2018 12/13/2018 Airfare Delta Airlines ticket# 7231269519 - Attend	1,862.39

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

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12/13/18	JCPE	client hearing. for PEET/JESSICA CASBY Route: LGA/DFW LGA on 12/18/2018 - 12/19/2018 VENDOR: AMEX - ChromeRiver INVOICE#: CE010030007653 DATE: 12/21/2018 12/13/2018 Airfare Delta Airlines ticket# 7231269519 - Attend client hearing. for PEET/JESSICA CASBY Route: LGA/DFW LGA on 12/18/2018 - 12/19/2018	-1,862.39
12/16/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/16/2018 Train VONLANE DALLAS TX - Travel to / from Dallas, Texas to work on Taco Bueno confirmation presentation and related issues. for Andrew Geppert traveling From Houston, Texas 12/18/2018 - 12/19/2018	206.00
12/18/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030194144 DATE: 1/4/2019 12/18/2018 Taxi ALL TOWNS LIVERY 030 STAMFORD CT - Attend client hearing.	140.40
12/18/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/18/2018 Taxi UBER TRIP D3TTO HELP.UBER.COM CA - Uber driver tip.	2.00
12/18/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/18/2018 Taxi UBER TRIP 6BO5M HELP.UBER.COM CA - Uber in connection with trip.	13.64
12/18/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/18/2018 Taxi UBER TRIP 6BO5M HELP.UBER.COM CA - Uber driver tip.	2.00
12/18/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/18/2018 Taxi UBER TRIP HELP.UBER.COM CA - Uber in connection with trip.	12.57
12/18/18	ZAPA	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013000 DATE: 12/21/2018 12/18/2018 Internet Services HTTP://WWW.GOGOAIR.C 877-350-0038 IL - Attend client hearing.	25.00
12/19/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/19/2018 Taxi UBER TRIP HELP.UBER.COM CA - Uber in connection with trip.	11.56
12/19/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/19/2018 Taxi UBER TRIP 6WASV HELP.UBER.COM CA - Uber driver tip.	5.00
12/19/18	MWMO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010030044923 DATE: 12/26/2018 12/19/2018 Parking Bankruptcy Court - Attend court hearing	20.00
12/19/18	GSMI	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030220783 DATE: 1/7/2019 12/19/2018 Parking STAR DALLAS LOT 14 R DALLAS TX - Attend hearing	15.00
12/20/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/20/2018 Taxi UBER TRIP 4WTDO HELP.UBER.COM CA - Uber in connection with trip.	14.33
12/20/18	AGAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030013382 DATE: 12/21/2018 12/20/2018 Taxi UBER TRIP 4WTDO HELP.UBER.COM CA - Uber driver tip.	3.00
12/21/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030194144 DATE: 1/4/2019 12/21/2018 Taxi DFW TOWN CARS 0047 DALLAS TX - Attend client hearing. Taxi to/from airport.	196.20
12/21/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030194144 DATE: 1/4/2019 12/21/2018 Taxi DFW TOWN CARS 0047 DALLAS TX - Attend client hearing. Taxi to/from airport.	196.20
12/21/18	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030194144 DATE:	140.40

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Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

		1/4/2019 12/21/2018 Taxi ALL TOWNS LIVERY 030 STAMFORD CT - Attend client hearing on 12/19.	
12/23/18	JCPE	VENDOR: AMEX - ChromeRiver INVOICE#: CE010030325133 DATE: 1/11/2019 12/23/2018 Internet Services HTTP://WWW.GOGOAIR.C 877- 350-0038 IL - Worked on documents for client.	49.95
12/25/18	ZAPA	VENDOR: Embarque Holding Inc; INVOICE#: 76246410; DATE: 12/25/2018; Transportation for AZachary Paiva on 12/18 from 217 Thompson St to Laguardia; 12/19/18 from Laguardia to 217 Thompson St; Transportation for Jessica Peet on 12/18 from 55 W 11th St to Laguardia; 12/19 from Laguardia to 55 W 11th St	410.75
Travel			\$2,316.74
Computer Legal Research			
12/18/18	MDST	Pacer Service Center Charges	69.40
12/19/18	MJPY	Lexis Charges	18.72
12/19/18	MJPY	Westlaw Charges	2,797.05
Computer Legal Research			\$2,885.17
Photocopy			
12/03/18	MJPY	8 pages @ 0.20 per page	1.60
12/03/18	MJPY	4 pages @ 0.20 per page	0.80
12/04/18	EENE	2 pages @ 0.20 per page	0.40
12/04/18	EENE	1 page @ 0.20 per page	0.20
12/04/18	EENE	2 pages @ 0.20 per page	0.40
12/05/18	MWMO	190 pages @ 0.20 per page Black & white printed electronic images	38.00
12/10/18	GSMI	108 pages @ 0.20 per page	21.60
12/10/18	MWMO	206 pages @ 0.20 per page Black & white printed electronic images	41.20
12/14/18	DSME	103 pages @ 0.20 per page Black & White printed electronic images (up to 8.5 x 14) 103 ima	20.60
12/14/18	EENE	67 pages @ 0.20 per page Black & White printed electronic images (up to 8.5 x 14) 67 imag	13.40
12/14/18	MWMO	53 pages @ 0.20 per page Black & white printed electronic images	10.60
12/17/18	JCPE	2 pages @ 0.20 per page	0.40
12/17/18	JWLE	8910 pages @ 0.20 per page Black & white printed electronic images	1,782.00
12/18/18	DMTU	1662 pages @ 0.20 per page	332.40
12/18/18	BARD	420 pages @ 0.20 per page Black & white printed electronic images	84.00
12/18/18	MJPY	1290 pages @ 0.20 per page Black & white printed electronic images	258.00
12/19/18	MWMO	10 pages @ 0.20 per page Black & white printed electronic images	2.00
12/19/18	GSMI	81 pages @ 0.20 per page	16.20
12/19/18	MWMO	18 pages @ 0.20 per page	3.60
12/19/18	GSMI	81 pages @ 0.20 per page	16.20
12/19/18	GSMI	10 pages @ 0.20 per page	2.00
12/19/18	EENE	VENDOR: ELITE DOCUMENT TECHNOLOGY; INVOICE#: 64430; DATE: 12/19/2018; Payment for copy services for Confirmation Hearing in Taco Bueno case on December 19, 2018	370.05
12/19/18	EENE	VENDOR: ELITE DOCUMENT TECHNOLOGY; INVOICE#: 64426; DATE: 12/19/2018; Payment for copy services for Confirmation Hearing in Taco Bueno Case on December 19, 2018	761.69
12/19/18	EENE	VENDOR: ELITE DOCUMENT TECHNOLOGY; INVOICE#: 64413; DATE: 12/19/2018; Payment for copy services for Confirmation Hearing in Taco Bueno case on December 19, 2018	929.72

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 301019, DALLAS, TX 75303-1019

Tel +1.713.758.2222 Fax +1.713.758.2346 www.velaw.com

V&E Invoice

Taco Bueno Restaurants, L.P. February 14, 2019 Page 83

Client/Matter Number TAC503 64000
 Invoice Number 25609337
 Billing Attorney David S. Meyer

Re: Restructuring Advice

Photocopy			\$4,707.06
Color Copies			
12/14/18	EENE	1 color copy @ 0.20 per page Color printed electronic images (up to 8.5 x 14) 1 pages	0.20
12/14/18	DSME	21 color copies @ 0.20 per page	4.20
12/18/18	MJPY	1095 color copies @ 0.20 per page	219.00
12/18/18	DMTU	45 color copies @ 0.20 per page	9.00
12/19/18	MDST	1400 color copies @ 0.20 per page	280.00
Color Copies			\$512.40
Courier Services			
12/01/18	DSME	VENDOR: Special Delivery Service, Inc; INVOICE#: 576765; DATE: 12/1/2018; Taco Bueno Courier Services - 11/30/18.	77.10
12/18/18	MJPY	12/18/2018 Special Delivery to EARLE CABELL FEDERAL BUI	20.95
12/19/18		12/19/2018 Special Delivery to U S DISTRICT- COURT ROOM	38.45
Courier Services			\$136.50
Outside Professional Services			
12/03/18	EENE	VENDOR: TRANSCRIPTS PLUS; INVOICE#: 2018-288; DATE: 12/3/2018; Transcript of 11/30/2018 Court Hearing in Taco Bueno Adversary Proceeding No. 18-03344	253.75
12/20/18	EENE	VENDOR: J&J Court Transcribers; INVOICE#: 2018-02372; DATE: 12/20/2018; Transcript of 12/19/2018 Court Hearing in Taco Bueno Case	356.95
Outside Professional Services			\$610.70
Long Distance Telephone			
12/04/18	DSME	Conference Call 4 Callers	1.10
12/10/18	DSME	Conference Call 5 Callers	2.42
12/11/18	DSME	Conference Call 3 Callers	2.48
12/16/18	DSME	Conference Call 16 Callers	4.37
12/20/18	ZAPA	Conference Call 13 Callers	2.48
12/30/18	DSME	Conference Call 7 Callers	2.35
Long Distance Telephone			\$15.20
Total			\$11,259.98
Total disbursements and other charges			\$11,259.98
Total fees, all matters			\$1,038,970.50
Less 10% fee discount			-103,897.05
Total fees, this invoice			\$935,073.45
Total disbursements and other charges, all matters			\$11,259.98
Total fees and disbursements, this invoice			\$946,333.43

I.R.S. NO. 74-1183015

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Exhibit J

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: TACO BUENO RESTAURANTS, INC., <i>et al.</i>, Reorganized Debtors.¹	§ § § § § § §	Case No. 18-33678 (Chapter 11) (Jointly Administered)
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**ORDER GRANTING THE FINAL FEE
APPLICATION OF VINSON & ELKINS L.L.P., COUNSEL
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM NOVEMBER 6, 2018 THROUGH DECEMBER 31, 2018**

Upon the *Final Fee Application of Vinson & Elkins L.L.P., Counsel for the Debtors and Debtors in Possession, for the Period From November 6, 2018 Through November 31, 2018* (the “*Final Fee Application*”)²; and the Court having jurisdiction over the matters raised in the Final

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 300 East John Carpenter Freeway, Suite 800, Irving, Texas 75062.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Final Fee Application.

Fee Application pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that proper and adequate notice of the Fee Application and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Fee Application after having given due deliberation upon the Fee Application and all of the proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. Compensation of fees to V&E for professional and paraprofessional services rendered during the Fee Period is allowed on a final basis in the amount of \$1,740,106.80.
2. Compensation of fees to V&E for professional services rendered in preparation of the Final Fee Application is allowed on a final basis in the amount of \$10,000.00.
3. Reimbursement to V&E for expenses incurred during the Fee Period is allowed on a final basis in the amount of \$53,284.37.
4. The Reorganized Debtors are authorized and directed to pay V&E all unpaid fees and expenses allowed pursuant to this Order within three business days of entry of this Order.

END OF ORDER